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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 20-F**

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(Mark One)

☐ Registration statement pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934

OR

☒ Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended March 31, 2020

OR

☐ Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

OR

☐ Shell Company Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of event requiring this shell company report

Commission File Number 001-16139

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**WIPRO LIMITED**

(Exact name of Registrant as specified in its charter)

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**Not Applicable**

(Translation of Registrant's name into English)

**Bengaluru, Karnataka, India**

(Jurisdiction of incorporation or organization)

**Doddakannelli**

**Sarjapur Road**

**Bengaluru, Karnataka 560035, India**

**+91-80-2844-0011**

(Address of principal executive offices)

**Jatin Pravinchandra Dalal, Chief Financial Officer**

**Phone: +91-80-2844-0011; Fax: +91-80-2844-0054**

(Name, telephone, email and/or facsimile number and address of company contact person)

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Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
American Depositary Shares, each represented by one Equity Share, par value ₹2 per share	WIT	New York Stock Exchange

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

None  
(Title of Class)

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

Not Applicable  
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 5,713,357,390 **Equity Shares**.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act, 1934. Yes ☐ No ☒

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input checked="" type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13 (a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP <input type="checkbox"/>	International Financial Reporting Standards as issued by the International Accounting Standards Board <input checked="" type="checkbox"/>	Other <input type="checkbox"/>
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If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

## Currency of Presentation and Certain Defined Terms

In this Annual Report on Form 20-F, references to “U.S.” or “United States” are to the United States of America, its territories and its possessions. References to “India” are to the Republic of India. References to “U.K.” are to the United Kingdom. Reference to “\$” or “US\$” or “dollars” or “U.S. dollars” are to the legal currency of the United States, references to “£” or “Pound Sterling” or “GBP” are to the legal currency of United Kingdom and references to “Rs.” or “₹” or “rupees” or “Indian rupees” are to the legal currency of India. All amounts are in Indian rupees or in U.S. dollars unless stated otherwise. Our financial statements are presented in Indian rupees and translated into U.S. dollars solely for the convenience of the readers and are prepared in accordance with the International Financial Reporting Standards and its interpretations (“IFRS”), as issued by the International Accounting Standard Board (“IASB”). References to a particular “fiscal” year are to our fiscal year ended March 31 of such year.

All references to “we,” “us,” “our,” “Wipro” or the “Company” shall mean Wipro Limited and, unless specifically indicated otherwise or the context indicates otherwise, our consolidated subsidiaries. “Wipro” is our registered trademark in the United States and India. All other trademarks or trade names used in this Annual Report on Form 20-F are the property of their respective owners.

Except as otherwise stated in this Annual Report, all convenience translations from Indian rupees to U.S. dollars are based on the certified foreign exchange rates published by Federal Reserve Board of Governors on March 31, 2020, which was ₹75.39 per \$1. No representation is made that the Indian rupee amounts have been, could have been or could be converted into United States dollars at such a rate or any other rate. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding. Information contained in our website, [www.wipro.com](http://www.wipro.com), is not part of this Annual Report.

## Forward-Looking Statements May Prove Inaccurate

In addition to historical information, this Annual Report on Form 20-F contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “**Securities Act**”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Forward-looking statements are not historical facts but instead represent our beliefs regarding future events, many of which are, by their nature, inherently uncertain and outside our control. As a result, the forward-looking statements contained herein are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements, and reported results should not be viewed as an indication of future performance. For a discussion of some of the risks and important factors that could affect the Company’s future results and financial condition, please see the sections entitled “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and “Quantitative and Qualitative Disclosure About Market Risk.”

The forward-looking statements contained herein are identified by the use of terms and phrases such as “ambition,” “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “objectives,” “outlook,” “probably,” “project,” “will,” “seek,” “target” and similar terms and phrases. Such forward-looking statements include, but are not limited to, statements concerning:

- our strategy to finance our operations, including our planned construction and expansion;
- future marketing efforts, advertising campaigns, and promotional efforts;
- future growth and market share projections, including projections regarding developments in technology and the effect of growth on our management and other resources;
- our expectations of the potential impact of the ongoing COVID-19 pandemic and related public health measures on our business, the businesses of our customers, vendors and partners, and the economy;
- the effect of facility expansion on our fixed costs;
- our future expansion plans;

- our future acquisition strategy, including plans to acquire or make investments in complementary businesses, technologies, services or products, or enter into strategic partnerships with parties who can provide access to those assets;
- the future impact of our acquisitions;
- our strategy and intentions regarding new product branding;
- the future competitive landscape and the effects of different pricing strategies;
- the effect of current tax laws, including the branch profit tax;
- the effect of future tax laws on our business;
- the outcome of any legal proceeding, hearing, or dispute (including tax hearings) and the resulting effects on our business;
- our ability to implement and maintain effective internal control over financial reporting;
- projections that the legal proceedings and claims that have arisen in the ordinary course of our business will not have a material and adverse effect on the results of operations or the financial position of the Company;
- expectations of future dividend payout or other corporate actions such as a buyback, bonus issue, etc.;
- projections that our cash and cash equivalent along with cash generated from operations will be sufficient to meet our working capital requirements and certain of our obligations;
- our compensation strategy;
- projections regarding currency transactions, including the effect of exchange rates on the Indian rupee and the U.S. dollar;
- the nature of our revenue streams, including the portion of our IT Services revenue generated from a limited number of corporate clients;
- the effect of a strategically located network of software development centers, and whether it will provide us with cost advantages;
- our ability to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology;
- projections regarding future economic policy, legislation, foreign investment, currency exchange and other policy matters that may affect our business;
- the nature and flexibility of our business model;
- expectations as to our future revenue, margins, expenses and capital requirements; and
- our exposure to market risks.

We wish to ensure that all forward-looking statements are accompanied by meaningful cautionary statements, so as to ensure to the fullest extent possible the protections of the safe harbor established in the Private Securities Litigation Reform Act of 1995. Accordingly, all forward-looking statements are qualified in their entirety by reference to, and are accompanied by, the discussion of certain important factors that could cause actual results to differ materially from those projected in such forward-looking statements in this report, including

the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” We caution the reader that this list of important factors may not be exhaustive. We operate in rapidly changing businesses, and new risk factors emerge from time to time. We cannot predict every risk factor, nor can we assess the impact, if any, of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management’s analysis only as of the date hereof. In addition, readers should carefully review the other information in this Annual Report on Form 20-F and in the Company’s periodic reports and other documents filed with the Securities and Exchange Commission (“SEC”) from time to time.

## TABLE OF CONTENTS

	<u>Page</u>
<u>PART I</u>	5
Item 1. <u>Identity of Directors, Senior Management and Advisers</u>	5
Item 2. <u>Offer Statistics and Expected Timetable</u>	5
Item 3. <u>Key Information</u>	6
Item 4. <u>Information on the Company</u>	30
Item 4A. <u>Unresolved Staff Comments</u>	46
Item 5. <u>Operating and Financial Review and Prospects</u>	46
Item 6. <u>Directors, Senior Management and Employees</u>	63
Item 7. <u>Major Shareholders and Related Party Transactions</u>	76
Item 8. <u>Financial Information</u>	77
Item 9. <u>The Offer and Listing</u>	78
Item 10. <u>Additional Information</u>	80
Item 11. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	101
Item 12. <u>Description of Securities Other Than Equity Securities</u>	103
<u>PART II</u>	104
Item 13. <u>Defaults, Dividend Arrearages and Delinquencies</u>	104
Item 14. <u>Material Modifications to the Rights of Security Holders and Use of Proceeds</u>	104
Item 15. <u>Controls and Procedures</u>	104
Item 16A. <u>Audit Committee Financial Expert</u>	107
Item 16B. <u>Code of Ethics</u>	107
Item 16C. <u>Principal Accountant Fees and Services</u>	108
Item 16D. <u>Exemptions from the Listing Standards for Audit Committees</u>	108
Item 16E. <u>Purchase of Equity Securities by the Issuer and Affiliated Purchasers</u>	108
Item 16F. <u>Changes in Registrant's Certifying Accountant</u>	108
Item 16G. <u>Corporate Governance</u>	108
Item 16H. <u>Mine Safety Disclosure</u>	110
<u>PART III</u>	110
Item 17. <u>Financial Statements</u>	110
Item 18. <u>Financial Statements</u>	110
Item 19. <u>Exhibits</u>	175

**PART I**

**Item 1. Identity of Directors, Senior Management and Advisers**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not applicable.

### Item 3. Key Information

#### Summary of Selected Consolidated Financial Data

The selected consolidated financial data should be read in conjunction with the consolidated financial statements, the related notes and operating and financial review and prospects which are included elsewhere in this Annual Report. The selected consolidated statement of income data for each of the three years ended March 31, 2018, March 31, 2019 and March 31, 2020 and selected consolidated statements of financial position data as of March 31, 2018, March 31, 2019 and March 31, 2020 have been derived from our Consolidated Financial Statements and related notes audited by Deloitte Haskins & Sells LLP. The selected consolidated statements of income for each of the two years ended March 31, 2016 and 2017 and selected consolidated statements of financial position data as of March 31, 2016 and 2017 have been derived from the consolidated financial statements and related notes audited by KPMG. The audited Consolidated Financial Statement for each of the periods have been prepared and presented in accordance with IFRS, as issued by the IASB. Historical results are not necessarily indicative of future results.

(₹ in millions, except per equity share data)						
	2016 <sup>(1)</sup>	2017	2018	2019	2020	2020 Convenience Translation into US\$ <sup>(2)</sup>
<b>Consolidated Statements of Income Data:</b>						
Revenues	₹ 512,440	₹ 550,402	₹ 544,871	₹ 585,845	₹ 610,232	US\$ 8,094
Cost of revenues	(356,724)	(391,544)	(385,575)	(413,033)	(436,085)	(5,784)
Gross profit	₹ 155,716	₹ 158,858	₹ 159,296	₹ 172,812	₹ 174,147	US\$ 2,310
Selling and marketing expenses	(34,097)	(40,817)	(42,349)	(44,510)	(42,907)	(569)
General and administrative expenses	(28,626)	(32,021)	(34,141)	(35,951)	(29,823)	(396)
Foreign exchange gains/(losses), net	3,867	3,777	1,488	3,215	3,169	42
Other operating income <sup>(3)</sup>	—	4,082	—	4,344	1,144	15
Results from operating activities	₹ 96,860	₹ 93,879	₹ 84,294	₹ 99,910	₹ 105,730	US\$ 1,402
Finance expenses	(5,378)	(5,942)	(5,830)	(7,375)	(7,328)	(97)
Finance and other income	23,451	22,419	23,999	22,923	24,081	319
Share of net profit/(loss) of associates accounted for using the equity method	—	—	11	(43)	29	—
Profit before tax	₹ 114,933	₹ 110,356	₹ 102,474	₹ 115,415	₹ 122,512	US\$ 1,624
Income tax expense	(25,366)	(25,213)	(22,390)	(25,242)	(24,799)	(329)
<b>Profit for the year from continuing operations</b>	₹ 89,567	₹ 85,143	₹ 80,084	₹ 90,173	₹ 97,713	US\$ 1,295
<b>Discontinued operations</b>						
Profit after tax for the year from discontinued operations	—	—	—	—	—	—
<b>Profit for the year</b>	₹ 89,567	₹ 85,143	₹ 80,084	₹ 90,173	₹ 97,713	US\$ 1,295
<b>Profit attributable to:</b>						
Equity holders of the Company	89,075	84,895	80,081	90,031	97,218	1,288
Non-controlling interest	492	248	3	142	495	7
<b>Profit for the year</b>	₹ 89,567	₹ 85,143	₹ 80,084	₹ 90,173	₹ 97,713	US\$ 1,295
<b>Profit from continuing operations attributable to:</b>						
Equity holders of the Company	89,075	84,895	80,081	90,031	97,218	1,288
Non-controlling interest	492	248	3	142	495	7
<b>Profit for the year from continuing operations</b>	₹ 89,567	₹ 85,143	₹ 80,084	₹ 90,173	₹ 97,713	US\$ 1,295
<b>Basic Earnings per equity share <sup>(4)</sup>:</b>						
Attributable to equity shareholders of the Company						
Continuing operations	₹ 13.60	₹ 13.11	₹ 12.64	₹ 14.99	₹ 16.67	US\$ 0.22
Discontinuing operations	—	—	—	—	—	—



Continuing and discontinuing operations	₹	13.60	₹	13.11	₹	12.64	₹	14.99	₹	16.67	US\$	0.22
Diluted Earnings per equity share <sup>(4)</sup> :												
Attributable to equity shareholders of the Company												
Continuing operations	₹	13.57	₹	13.07	₹	12.62	₹	14.95	₹	16.62	US\$	0.22
Discontinuing operations		—		—		—		—		—		—
Continuing and discontinuing operations	₹	13.57	₹	13.07	₹	12.62	₹	14.95	₹	16.62	US\$	0.22
Weighted average number of equity shares used in computing earnings per equity share:												
Basic		6,550,825,067		6,476,108,013		6,333,391,200		6,007,376,837		5,833,384,018		5,833,384,018
Diluted		6,564,506,421		6,495,129,517		6,344,482,633		6,022,304,367		5,847,823,239		5,847,823,239
Cash dividend per equity share paid (₹)	₹	12.00	₹	3.00	₹	1.00	₹	1.00	₹	1.00	US\$	0.01
Cash dividend per equity share paid (\$) <sup>(5)</sup>	US\$	0.18	US\$	0.05	US\$	0.02	US\$	0.01	US\$	0.01	US\$	0.01
Additional data:												
Revenue by segment <sup>(6) (7)</sup>												
IT Services	₹	487,316	₹	519,196	₹	517,716	₹	568,253	₹	594,041	US\$	7,880
IT Products		29,722		25,922		17,998		12,312		11,010		146
ISRE		NA		9,244		10,693		8,544		8,400		111
Reconciling items		(731)		(183)		(49)		(49)		(50)		(1)
Total	₹	516,307	₹	554,179	₹	546,358	₹	589,060	₹	613,401	US\$	8,136
Segment results <sup>(8)</sup> :												
IT Services	₹	98,253	₹	98,391	₹	83,519	₹	102,503	₹	107,685	US\$	1,428
IT Products		(1,007)		(1,680)		362		(1,047)		(282)		(4)
ISRE		NA		(2,326)		454		(1,829)		(1,822)		(24)
Reconciling items		(386)		(506)		319		283		149		2
Total	₹	96,860	₹	93,879	₹	84,654	₹	99,910	₹	105,730	US\$	1,402
<b>Consolidated Statements of Financial Position Data:</b>												
Cash and cash equivalents	₹	99,049	₹	52,710	₹	44,925	₹	158,529	₹	144,499	US\$	1,917
Investments		209,151		299,133		257,968		228,867		200,320		2,656
Working capital <sup>(9)</sup>		284,264		309,355		292,649		357,556		303,458		4,025
Total assets		724,003		793,516		760,640		833,171		817,062		10,838
Total debt		125,221		142,412		138,259		99,467		78,042		1,035
Total equity		467,384		522,695		485,346		570,753		559,333		7,420
Number of shares outstanding		2,470,713,290		2,430,900,565		4,523,784,491		6,033,935,388		5,713,357,390		5,713,357,390

**Notes:**

- We elected to early-adopt IFRS 9, Financial Instruments, effective April 1, 2016, with retrospective application from April 1, 2015. The financial data above has been adjusted for the year ended March 31, 2016 to reflect this.

2. Solely for the convenience of the readers, the selected consolidated financial data as of and for the year ended March 31, 2020, has been translated into United States dollars at the certified foreign exchange rate of \$1 = ₹75.39, as published by the Federal Reserve Board of Governors on March 31, 2020.
3. Other operating income represents:
  - (i) For the year ended March 31, 2017, net gain on sale of the EcoEnergy division,
  - (ii) For the year ended March 31, 2019, (a) net gain on sale of hosted data center services business, and (b) the Workday and Cornerstone OnDemand business, and
  - (iii) For the year ended March 31, 2020, (a) change in fair value of the callable units upon partial achievement of business targets pertaining to sale of hosted data center services business, and (b) gain on sale of assets pertaining to Workday and Cornerstone OnDemand business in Portugal, France and Sweden. Please see Note 26 of the Notes to the Consolidated Financial Statements for additional details.

4. Earnings per share and weighted average number of equity shares used in computing earnings per equity share for the years ended March 31, 2016, 2017 and 2018 have been proportionately adjusted for the bonus issue in the ratio of 1:3 as approved by the shareholders on February 22, 2019.
5. Translated into United States dollars at the certified foreign exchange rate of ₹66.25, ₹64.85, ₹65.11, ₹69.16 and ₹75.39, as published by Federal Reserve Board of Governors on March 31, 2016, 2017, 2018, 2019 and 2020, respectively.
6. During the year ended March 31, 2019, we carved out India State Run Enterprise (“ISRE”) as a separate segment from our global IT Services business. The ISRE segment consists of IT services offerings to entities and/or departments owned or controlled by the Government of India (the “GoI”) and/or any Indian State Governments (“ISRE Customers”). We made this decision because we changed our strategy for providing services to ISRE Customers. Historically, projects in our ISRE business have been primarily system integration (“SI”) projects that have complex deliverables and, compared to our IT Services segment, longer working capital cycles and different downstream processes, including billing and collections. Most ISRE deals come in the form of a tender process, with little room to negotiate the terms and conditions. We have pivoted our ISRE strategy to focus more on consulting and digital engagements and to be selective in bidding for SI projects with long working capital cycles. Segment revenue and results for the year ended March 31, 2017 and March 31, 2018 have been restated to reflect the above changes. The segment revenue and results for the year ended March 31, 2016 have not been restated and include ISRE as part of the IT Services segment as restated segment revenues for this period could not be prepared without unreasonable effort and expense.
7. For the purpose of segment reporting, we have included the impact of exchange rate fluctuations in revenue. Further, finance income on deferred consideration earned under multi-year payment terms in certain total outsourcing contracts is included in the revenue of the respective segment and is eliminated under reconciling items. Please see Note 34 of the Notes to the Consolidated Financial Statements for additional details.
8. Effective April 1, 2016, the segment results are measured after including the amortization charge for acquired intangibles to the respective segments. Such costs were classified under reconciling items until the fiscal year ended March 31, 2016. The Company has restated the segment results for year ended March 31, 2016 to reflect this change.
9. Working capital equals current assets less current liabilities.

#### **Capitalization and Indebtedness**

Not applicable.

#### **Reasons for the Offer and Use of Proceeds**

Not applicable.

## RISK FACTORS

This Annual Report contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth in the following risk factors and elsewhere in this Annual Report. The following risk factors should be considered carefully in evaluating us and our business.

### Risks Related to Our Company and Our Industry

*Our revenues and expenses are difficult to predict because they can fluctuate significantly given the nature of the markets in which we operate. This increases the likelihood that our results could fall below our projections, ambition and expectations of investors and market analysts, which could cause the market price of our equity shares and American Depositary Shares (“ADSs”) to decline.*

Our results historically have fluctuated, may fluctuate in the future and may fail to match our past performance, our projections or ambition or guidance, our internal expectations or the expectations of investors due to a number of factors, including:

- the size, complexity, timing, pricing terms and profitability of significant projects, as well as changes in the corporate decision-making process of our clients;
- increased pricing pressure from our competitors;
- our ability to increase sales of our services to new customers and expand sales to our existing customers;
- industry consolidation leading to stronger competitors that are able to compete better;
- competitors being more established in certain markets, making our geographic expansion strategy in those markets more challenging;
- the proportion of services we perform at our clients’ sites rather than at our offshore facilities;
- seasonal changes that affect the mix of services we provide to our clients or the relative proportion of services and product revenue;
- seasonal changes that affect purchasing patterns among our customers of servers, communication devices and other products;
- our expectations regarding the potential impacts on our business of Coronavirus Disease 2019 (“COVID-19”) pandemic;
- unanticipated cancellations, contract terminations or deferral of projects or those occurring as a result of our clients reorganizing their operations;
- our ability to accurately forecast our client’s demand patterns to ensure the availability of trained employees to satisfy such demand;
- the effect of increased wage pressure in India and other locations and the time we require to train and productively utilize our new employees;
- our ability to generate historical levels of yield on our investments; and
- our ability to identify and acquire new businesses.

A significant portion of our total operating expenses, particularly personnel and facilities, are fixed in advance of any particular quarter. As a result, unanticipated variations in the number and timing of our projects may cause significant variations in operating results in any particular quarter. Our pricing remains competitive and clients remain focused on cost reduction and capital conservation. While we believe that we have a flexible business model which can mitigate the negative impact of an uncertain or slow growing economy, we may not be able to sustain historical levels of profitability.

There are also other factors that are not within our control that could cause significant variations in our results in any particular quarter. These include:

- the duration of tax holidays or exemptions and the availability of other Indian Government incentives;
- currency exchange fluctuations, specifically movement of the Indian Rupee against the U.S. Dollar, the U.K. Pound Sterling, the Euro, the Canadian Dollar and the Australian Dollar, as significant portion of our revenues are in these currencies;
- political uncertainties, changes in regulations, or other economic factors, including the economic conditions, in India, the United States, the United Kingdom, the European Union, Middle East and other geographies in which we operate;

- uncertain or changing economic conditions particular to a business segment or to particular customer markets within that segment; and
- increase in cost of operations in countries that we operate in on account of changes in minimum wage regulations.

Therefore, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indications of future performance. Thus, it is possible that in the future some of our periodic results of operations may be below the expectations of public market analysts and investors, and the market price of our equity shares and ADSs could decline.

***Our business will suffer if we fail to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology and the industries on which we focus.***

The IT services market is characterized by rapid technological changes, evolving industry standards, changing client preferences and new product and service introductions. Our future success will depend on our ability to anticipate these advances and enhance our existing offerings or develop new product and service offerings to meet client needs. We may not be successful in anticipating or responding to these advances on a timely basis, or, if we do respond, the services or technologies we develop may not be successful in the marketplace. We may also be unsuccessful in stimulating customer demand for new and upgraded products, or seamlessly managing new product introductions or transitions. Further, products, services or technologies that are developed by our competitors, including emerging companies offering specialized services with effective and targeted allocation of technical, marketing and financial resources, may render our services non-competitive or obsolete. Our failure to address the demands of the rapidly evolving information technology environment, particularly with respect to digital technology, the internet of things, artificial intelligence, cloud computing, storage, mobility and applications, analytics, augmented reality, automation, blockchain and quantum computing could have a material adverse effect on our business, results of operations and financial condition.

***If our pricing structures do not accurately anticipate the cost, complexity and duration of our work, then our contracts could be unprofitable.***

We negotiate pricing terms with our clients utilizing a range of pricing structures and conditions. Depending on the particular contract, we may use time and materials pricing, fixed-price arrangements, or hybrid contracts with features of both pricing models. We also undertake element or transaction-based pricing, which relies on a certain scale of operations to be profitable for us. Our pricing is highly dependent on the client and our internal forecasts and predictions about our projects and the marketplace, which might be based on limited data and could be inaccurate.

There is a risk that we will underprice our contracts, fail to accurately estimate the duration, complexity and costs of performing the work or fail to accurately assess the risks associated with potential contracts. The risk is greatest when pricing our outsourcing contracts, as many of our outsourcing projects entail the coordination of operations and workforces in multiple locations, utilizing workforces with different skill sets and competencies across geographically-distributed service centers. Furthermore, when work gets outsourced, we occasionally takeover employees/assets from our clients and assume responsibility for one or more of our clients' business processes. Our pricing, cost and profit margin estimates on outsourced work frequently include anticipated long-term cost savings from transformational initiatives and other endeavors that we expect to achieve and sustain over the life of the outsourcing contract, but may not generate revenue in the short term.

We offer a portion of our services on a fixed-price, fixed-time frame basis, rather than on a time-and-materials basis. Although we use our specified software engineering processes and rely on our past project experience to reduce the risks associated with estimating, planning and performing such projects, we bear the risks of cost overruns, including increased costs of third parties, completion delays and wage inflation in connection with these projects, which may have a material adverse effect on our profitability.

We may also fail to obtain renewals or provide ongoing services, the loss of which prevents us from realizing from long-term cost savings. In particular, any increased or unexpected costs, or wide fluctuations compared to our original estimates, delays or failures to achieve anticipated cost savings, or unexpected risks we encounter in connection with the performance of this work, including those caused by factors outside our control, could make these contracts less profitable or unprofitable, which could have an adverse effect on our profit margin. For example, the conditions caused by the COVID-19 pandemic may affect the rate of customer spending, including through increased requests by customers for price discounts and adverse impacts on our ability to provide on-site services to our customers or delays to the provisioning of our offerings, including due to travel restrictions imposed by many countries, could adversely affect our future revenues, operating results and overall financial performance.

***Errors, defects or disruptions in our services could raise our costs, diminish our service capacities and harm our financial results.***

If flaws in design, function or maintenance of our services were to occur, we could experience a rate of failure that would result in substantial repair, replacement or service costs and potential damage to our reputation. Although we continue to improve our services through quality control, innovation and product testing, there can be no assurances that our efforts to monitor, develop, modify and implement appropriate testing for errors and upgrading processes will be sufficient to prevent us from having to incur substantial repair, replacement or service costs, or from a disruption in our ability to provide services, either of which could have a material adverse effect on our business, results from operations or financial condition.

***Our profitability could suffer if we are unable to continue to successfully manage our costs.***

Our ability to improve or maintain our profitability is dependent on successful management of our costs. Our cost management strategies include maintaining appropriate alignment between the demand for our services and our resource capacity, optimizing the costs of service delivery through automation and deployment of tools, optimizing utilization of existing facilities, relocating non-client facing employees to lower-cost locations and effectively leveraging our sales and marketing and general and administrative costs. We must also manage additional costs to replace unsatisfactory solutions or services if our clients are not satisfied or if we fail to properly understand their needs and develop solutions accordingly. There is no guarantee that these, or other cost-management efforts will be successful, that our efficiency will be enhanced, or that we will achieve desired levels of profitability. If we are not able to mitigate rising employee compensation costs by passing such increases to clients, or increase our revenues sufficiently to offset increasing costs, our results of operations could be adversely affected. Additionally, if we are not able to maintain high utilization rates for our employees, our profitability may suffer.

***Our success depends in large part upon the strength of our management team and other highly skilled professionals. If we fail to attract, retain and manage transition of these personnel, our business may be unable to grow and our revenue could decline.***

The continued efforts of the senior members of our management team are critical to our success. Our future performance and customer relationships may be affected by any disruptions in the continued service of our directors and executive officers.

Our ability to execute project engagements and to obtain new clients depends in large part on our ability to attract, train, motivate and retain highly skilled professionals, especially senior technical personnel, project managers and software engineers. If we cannot hire and retain additional qualified personnel, our ability to bid on and obtain new projects and to continue to expand our business will be impaired and our revenue could decline. Our compensation policies include equity-based incentive compensation plans that are designed to reward high-performing personnel for their contributions and provide incentives for them to remain with us. If the anticipated value of such incentives does not materialize because of volatility or lack of positive performance in our stock price, or if our total compensation package is not viewed as being competitive, our ability to attract and retain personnel could be adversely affected. We believe that there is significant competition for professionals with the skills necessary to perform the services we offer, particularly in the locations in which we have operations, which may also impact our ability to attract and retain personnel.

We may not be able to hire and retain enough skilled and experienced employees to replace those who leave. Changes in government policies may also affect our ability to attract, hire and retain personnel. Additionally, we may not be able to reassign or retain our employees to keep pace with continuing changes in technology, evolving standards and changing client preferences. Our revenues, results of operations and financial condition could be adversely affected if we are unable to manage employee hiring and attrition to achieve a stable and efficient workforce structure.

***If we do not effectively manage our growth, including, among other things by improving our administrative, operational and financial processes and systems to manage our growth, the value of our shareholders' investment may be harmed.***

Our expected growth will continue to place significant demands on our management and other resources. This will require us to continue to develop and improve our operational, financial and other internal controls. As a result of our growing operations, we face and expect to continue to face challenges such as:

- recruiting, training and retaining sufficiently skilled technical, marketing and management personnel;
- maintaining an effective internal control system and properly educating and training employees to mitigate the risk of individuals engaging in unlawful or fraudulent activity or otherwise exposing us to unacceptable business risks;
- maintaining our high standards of service and levels of client satisfaction;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems including data management in our IT applications and Management Information Systems;

- preserving our culture, values and entrepreneurial environment;
- assimilating and integrating disparate IT systems, personnel and employment practices, and operations of acquired companies; and
- managing our procurement, supply chain and vendor management processes.

***We are making substantial investments in new facilities and physical infrastructures, and our profitability could be reduced if our business does not grow proportionately.***

We have invested substantially in construction or expansion of software development facilities and physical infrastructure in anticipation of growth in our business. The total amount of investment in property, plant and equipment in fiscal year 2020 was ₹23,497 million (\$311.7 million). Additionally, as of March 31, 2020, we had contractual commitments of ₹14,011 million (\$185.8 million) related to capital expenditures on construction or expansion of our software development and other facilities. We may encounter cost overruns or project delays in connection with new facilities and these expansions may increase our fixed costs. If we are unable to grow our business and revenues to sufficiently offset the increased expenditures, our profitability could be reduced.

***Cyber attacks and other security incidents, both real and perceived, impacting confidentiality and integrity of our information technology and digital infrastructure could lead to loss of reputation and financial obligations.***

Considering the high business dependency on our information technology and digital infrastructure to interconnect offices, employee systems, partners and clients for day to day business operations, as well as our hosting of data and service delivery, any potential cyber event impacting the confidentiality, integrity and availability of this environment could lead to financial loss, disclosure of data, breaches of privacy or security, reputational and customer loss, and legal, regulatory and contractual obligations upon Wipro and may directly impact our customers and partners.

Given the rise of connected devices, transition to cloud and use of other emerging technologies, the impact of threats continue to increase while the threat attack area is evolving and increasing beyond the enterprise. Attempts for unauthorized access, malware, fraud, leakage, misuse/loss/tampering of personal and business data, denial of services exploiting weakness in the systems or programs, errors, omissions, deliberate or accidental act of our employees or former employees, partners, third-party business providers or other stakeholders both internal and external are on the rise. Our internal security controls may not be able to keep pace with threats from emerging technologies.

We often have access to or are required to collect and store confidential customer data. As a service provider in the healthcare industry, we are also subject to data privacy and security regulations by both the federal and state governments in which we conduct our business, including the Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, which impose certain requirements relating to the privacy, security and transmission of individually identifiable health information. We are also subject to the European Union General Data Protection Regulations.

We face a number of threats to our data centers and networks such as unauthorized access, security breaches and other system disruptions. It is critical to our business that our infrastructure remains secure and is perceived by customers to be secure. Despite our security measures, our infrastructure may be vulnerable to attacks by hackers or other disruptive problems, such as a ‘Zero Day’ attack, for which no remedies are available with network security service providers. As an IT Services provider, we may be an attractive target of cyber attacks designed to impede the performance of our products, penetrate our network security or the security of our internal systems, or that of our customers, misappropriate proprietary information and/or cause interruption to our services. We can provide no assurance that our systems are fully protected against third-party intrusions, viruses, hacker attacks, information or data theft or other similar threats. For example, in April 2019, we became aware that our system was subject to a cyber attack by a coordinated and advanced phishing campaign, which was reportedly directed against several major companies, including Wipro. Upon learning of this breach, we collaborated with a forensic firm to investigate the incident and have worked closely with our anti-virus provider and our security team to counter the malware found in our system and implement a series of additional precautionary and containment measures across our system. In our investigation into this incident, we found no evidence of data breach or data loss. However, any third-party intrusions, viruses, hacker attacks, information or data theft or similar threats against us and our systems may have a material adverse effect on our business, financial condition and results of operations.

Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of confidential customer data could expose us, our customers or the affected parties to a risk of loss or misuse of this information. We could be subject to termination of contracts for non-compliance with our client’s information security policies and procedures. If additional safeguards are required to comply with laws relating to privacy, security and data protection, our costs could increase further, which would negatively affect our results of operations.

Many of our client agreements do not limit our potential liability for breaches of confidentiality. If any person, including any of our employees or former employees, penetrates our network security or misappropriates sensitive data, we could be subject to significant liability from our customers or from their customers for breaching contractual confidentiality provisions or privacy laws. Unauthorized disclosure of sensitive or confidential customer data, whether through breach of our computer systems, systems failure, loss or theft of assets containing confidential information or otherwise, could damage our reputation and cause us to lose clients.

In response to COVID-19, most of our employees have been asked to work from home. In order to better support employees working from home, we have enhanced our cybersecurity measures by installing secure agents in our systems. While various security control mechanisms are deployed and periodically re-enforced, these security control mechanisms may not always be successful, considering the complexity of the environments, inter-dependencies, sophisticated attack methodologies, highly dynamic heterogeneous systems, global digital presence, hosted both in the cloud and on premises, and work from home arrangements. Our service operations and delivery is aligned to various industry, geographical and regional regulations, privacy, security, reporting, data localization, standards and legal requirements which are continuously evolving and changing, mandating us to enforce required security and privacy controls and frameworks.

***We may face difficulties in providing end-to-end business solutions for our clients that could cause clients to discontinue their work with us, which in turn could impact our business.***

As we have increased the breadth of our service offerings, we have engaged in larger and more complex projects with our clients. This requires us to establish closer relationships with our clients and potentially with other technology service providers and vendors and to have a more thorough understanding of our clients' operations. Our ability to establish such relationships will depend on a number of factors, including the proficiency of our IT professionals and our management personnel. Our failure to understand and successfully implement our clients' requirements, the domain and country-specific laws and regulations which govern the products and services that we provide, or our failure to deliver services which meet the requirements specified by our clients could result in termination of client contracts, reputational harm and/or imposition of penalties or the payment of damages. This may further damage our business by affecting our ability to compete for new contracts with current and prospective clients. Additionally, we may experience financial losses in contracts which are linked to our clients' future business outcomes or based on assumptions which are not realized. We may also be subject to loss of clients due to dependence on alliance partners, subcontractors or third-party product vendors. In projects where we own the end-to-end delivery, we may incur penalties on work performed by our alliance partners, subcontractors or third-party product vendors if they do not meet contractual performance thresholds.

Larger projects may involve multiple engagements or stages, and there is a risk that a client may choose not to retain us for subsequent stages or may cancel or delay subsequent planned engagements. Further, we may not be able to sell additional services to existing clients. We may also experience terminations, cancellations or delays as a result of the business or financial condition of our clients or the economy generally, as opposed to factors related to the quality of our services. Such cancellations or delays make it difficult to plan for project resource requirements, and inaccuracies in such resource planning may have a negative impact on our profitability.

***We may be subject to litigation and be required to pay damages for deficient services or for violating intellectual property rights.***

We may be subject to customer audits on quality of service and required to pay damages or face litigations for losses caused by deficient services. We may be liable to our clients for damages or termination of contract if we are unable to address disruption in services to our clients with adequate business continuity plans. We may also be subject to litigations or damages for violating or misusing our clients' intellectual property rights or for breaches of third-party intellectual property rights or confidential information (including but not limited to proprietary data and personally identifiable information). Further, our contracts often contain provisions pursuant to which we must indemnify our clients for such third-party breaches of intellectual property pursuant to our contracts. Additionally, any failure in a client's system could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Although we attempt to limit our contractual liability for consequential damages in rendering our services, we cannot be assured that such limitations on liability will be enforceable in all cases, or that they will otherwise protect us from liability for damages. Such scenarios could require us to pay damages, enter into expensive arrangements or modify our products and services, causing significant damage to our reputation and adversely affecting our results from operations.

***Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject, and this may have a material adverse effect on our business***

Our insurance policies cover physical loss or damage to our property and equipment arising from a number of specified risks and certain consequential losses, including business interruption, arising from the occurrence of an insured event under the policies. Under our property and equipment policies, damages and losses caused by certain natural disasters, such as earthquakes, acts of terrorism, floods and windstorms are also covered. We also maintain various other types of insurance including, but not limited to, directors' and officers' liability insurance, workmen's compensation insurance, errors and omissions insurance, cyber insurance and marine insurance. We maintain insurance on property and equipment in



amounts believed to be consistent with industry practices, but we are not fully insured against all such risks. Notwithstanding the insurance coverage that we carry, the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events not covered by insurance policies, could materially harm our financial condition and future operating results. There can be no assurance that any claims filed, under our insurance policies will be honored fully or timely. Also, our financial condition may be affected to the extent we suffer any loss or damage that is not covered by insurance or which exceeds our insurance coverage. A successful assertion of one or more large claims against us that results in changes to our insurance policies, including premium increases or the imposition of a large deductible or co-insurance requirement, could also adversely affect our revenues and operating results.

***If we fail to or are unable to implement and maintain effective internal controls over financial reporting, the accuracy and timeliness of our financial reporting may be adversely affected.***

We are subject to reporting obligations under U.S. securities laws. The SEC, as required under Section 404 of the Sarbanes- Oxley Act of 2002, has adopted rules requiring every public company to include a report of management on the effectiveness of such company's internal control over financial reporting in its annual report. In addition, an independent registered public accounting firm must issue an attestation report on the effectiveness of the company's internal control over financial reporting.

We recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. If we fail to maintain effective internal control over financial reporting in the future, we and our independent registered public accounting firm may not be able to conclude that we have effective internal control over financial reporting at a reasonable assurance level. This could in turn result in the loss of investor confidence in the reliability of our financial statements. Furthermore, we have incurred and anticipate that we will continue to incur considerable costs and use significant management time and other resources in an effort to comply with Section 404 and other requirements of the Sarbanes-Oxley Act. If we are not able to continue to meet the requirements of Section 404 in a timely manner or with adequate compliance, we might be subject to sanctions or investigation by the SEC, the New York Stock Exchange (the "NYSE") or other regulatory authorities. Any such action could adversely affect the accuracy and timeliness of our financial reporting.

***We may invest in companies for strategic reasons that may not be successful or meet our expectations.***

We make non-controlling investments in companies which are important to our business strategy and to complement some of our business initiatives. These may include investments in non-marketable securities of early stage companies that carry a significant degree of risk and may not become liquid for several years from the date of investment. These investments may not generate financial returns or may not yield the desired business outcome. The success of our investment in a company is sometimes dependent on the availability of additional funding on favorable terms or a liquidity event such as an initial public offering. We may record impairment charges in relation to our strategic investments which will have a negative impact on our financial position.

Investments in companies where we do not have majority ownership expose us to decisions made by others. This could impact our ability to align the strategic goals of the companies with our goals and this may impact the returns on our investment. We may also be required to exit such investments at inopportune times or make further investments based on current shareholder agreements. Such further investments may have to be made at a time when the venture is financially struggling and this may erode or dilute its value to our shareholders.

***We may engage in future acquisitions that may not be successful or meet our expectations.***

We have acquired, and in the future may acquire or make investments in, complementary businesses, technologies, services or products, or enter into strategic partnerships or joint ventures with parties that we believe can provide access to new markets, capabilities or assets. The acquisition of new businesses subjects us to many risks, and we can provide no assurances that any such acquisition will be successful or meet our expectations. If it does not, we may suffer losses, dilute value to shareholders, may not be able to take advantage of appropriate investment opportunities or complete transactions on terms commercially acceptable to us. Changes in competition laws in India and abroad could also impact our acquisition plans by prohibiting potential transactions which could otherwise be beneficial for us.

Despite our due diligence process, we may fail to discover significant issues around an acquired company's intellectual property, service offerings, customer relationships, employee matters, accounting practices or regulatory compliances. We may also fail to discover liabilities that are not properly disclosed to us or we inadequately assess in our due diligence efforts or liabilities that may arise out of regulatory non-compliance, contractual obligations or breaches. We cannot predict or guarantee that our efforts will be effective or will protect us from liability. If we are unable to get indemnification protection or other contractual protections or relief for any material liabilities associated with our acquisitions or investments, it could harm our operating results.

We may increase our interest expense and leverage if we incur additional debt to pay for an acquisition. Use of cash to pay for acquisitions may limit other potential uses of cash, including stock repurchases and dividend payments.

We may be required to integrate any acquired entities into our framework of internal control over financial reporting and disclosure controls and procedures. Integration of acquired entities could be a time-consuming and expensive process. We could have difficulty in integrating the acquired products, services, solutions or technologies into our operations. We could also have difficulties in assimilating and retaining the key personnel, consolidating and integrating IT infrastructure or operations of the acquired companies.

We may face difficulties in meeting the needs of the acquired company's customers and partners following completion of the acquisition. We may face litigation or other claims arising out of our acquisitions, including disputes with regard to earn-outs or other closing adjustments. These difficulties could disrupt our ongoing business, distract our management and employees, and increase our expenses.

***Goodwill and acquisition related intangibles that we carry on our balance sheet could give rise to significant impairment charges in the future.***

The amount of goodwill and intangible assets in our Consolidated Financial Statements has increased significantly in recent years, primarily on account of acquisitions. Goodwill and acquisition related intangibles are subject to impairment review at least annually, which may lead to impairment charges in the future. For example, during the year ended March 31, 2019, for one of our acquisitions, we recorded impairment charges on certain intangible assets as a result of uncertainties around regulatory changes relating to the Affordable Care Act. Any significant impairment charges could have a material adverse effect on our results of operations.

***Our business depends on a strong brand, and failing to maintain and enhance our brand would impact our ability to expand our business.***

We continue to share the "Wipro" brand with Wipro Enterprises (P) Limited, which was formed following the demerger of the Company's consumer care and lighting, infrastructure engineering and other non-IT business segments. Our brand may be negatively impacted by a number of factors, including, among others, reputational issues and performance failures, some of which may be outside of our control. Further, if we fail to maintain and enhance the quality of our brand, our business and operating results may be materially and adversely affected. Maintaining and enhancing our brand will depend largely on our ability to remain a technology leader and continue to provide high quality, innovative services and solutions to our customers.

***Our revenue depends to a large extent on a limited number of clients, and our revenue could decline if we lose a major client.***

We currently derive, and believe that we will continue to derive, a significant portion of our revenue from a limited number of corporate clients. The loss of a major client or a significant reduction in the service performed for a major client could result in a reduction of our revenue. Significant pricing or margin pressure exerted by our largest clients would also adversely affect our operating results. Our largest client accounted for 3.2%, 3.7% and 3.2% of our IT Services revenue for the years ended March 31, 2018, 2019 and 2020, respectively. Our ten largest IT Services clients accounted for approximately 18%, 19.5% and 19.7% of our IT Services revenues for the years ended March 31, 2018, 2019 and 2020, respectively. For the year ended March 31, 2020, we had one customer that accounted for 21.9% of our overall IT Products segment revenue, while our largest ISRE customer and second largest ISRE customer accounted for 15.9% and 11.1%, respectively, of our overall ISRE segment revenue. The volume of work we perform for specific clients may vary from year to year, particularly since we typically are not the exclusive external technology service provider for these clients. Thus, any major client during one year may not provide the same level of revenue in a subsequent year.

There are a number of factors other than our performance that could cause the loss of a client, such as a reduction in our clients' IT budgets due to macroeconomic factors or otherwise, shifts in corporate priorities and political or economic factors, including bankruptcy and/or liquidation of our large clients. These factors may not be predictable or under our control. We cannot assure you that our large clients will not terminate their arrangements with us or significantly change, reduce or delay the amount of services ordered from us, any of which would reduce our revenue.

Companies in the industries that we serve may also seek to achieve economies of scale and other synergies by combining with or acquiring other companies. If two or more of our current clients merge or consolidate and combine their operations, it may decrease the overall amount of work that we perform for such clients. If one of our current clients merges or consolidates with a company that relies on another provider for its consulting, systems integration, technology or outsourcing services, we may lose work from that client or lose the opportunity to gain additional work. The increased market power of larger companies could also increase pricing and competitive pressures on us.

***Our revenue and operating results may be affected by the rate of growth in the use of technology in business and the type and level of technology spending by our clients.***

Our business depends, in part, upon continued reliance on the use of technology in business by our clients and prospective clients as well as their customers and suppliers. We have invested, and will continue to invest, in research and development and in initiatives to expand our capabilities or offerings around new technologies. The effort and initiatives may not be successful or could yield sub-optimal results, which would negatively impact our revenues and profitability. In particular, the success of our new service offerings requires continued demand for such services and our ability to meet this demand in a cost-effective manner. In challenging economic environments, prospective clients may reduce or defer their spending on new technologies in order to focus on other priorities or may decide not to engage our services. Also, many companies have already invested substantial resources in their current means of conducting commerce and exchanging information, and they may be reluctant or slow to adopt new approaches that could disrupt existing personnel, processes and infrastructures. If the growth of technology usage in business, or our clients' spending on such technology, declines, or if we cannot convince our clients or potential clients to embrace new technological solutions, our revenue and operating results could be adversely affected.

***Some of our long-term client contracts contain benchmarking and most favored customer provisions which, if triggered, could result in lower contractual revenues and profitability in the future.***

Some of our client contracts contain benchmarking and most favored customer provisions. The benchmarking provisions allow a customer in certain circumstances to request a study prepared by an agreed upon third-party comparing our pricing, performance and efficiency gains for delivered contract services against the comparable services of an agreed upon list of other service providers. Based on the results of the benchmark study and depending on the reasons for any unfavorable variance, we may be required to reduce our pricing for future services to be performed for the remainder of the contract term, which could have an adverse impact on our revenues and results. Most favored customer provisions require us to give existing customers updated terms in the event we enter into more favorable agreements with certain other customers, which limits our ability to freely enter into agreements and could have an adverse impact on our revenues and results.

***Our work with government clients exposes us to additional risks inherent in the government contracting environment.***

Our clients include national, provincial, state and local governmental entities. Our government work carries various risks inherent in the government contracting process, which may affect our operating profitability. These risks include, but are not limited to, the following:

- Government entities often reserve the right to audit our contract costs, including allocated indirect costs, and conduct inquiries and investigations of our business practices with respect to our government contracts. If the client finds that the costs are not chargeable, then we will not be allowed to bill for them or the cost must be refunded to the client if it has already been paid to us. Findings from an audit may also result in prospective adjustments of previously agreed upon rates for our work and may affect our future margins.
- If a government client discovers improper or illegal activities in the course of audits or investigations, we may become subject to various civil and criminal penalties and administrative sanctions, which may include termination of contracts, forfeiture of profits, suspension of payments, fines and suspensions or unilateral debarment from doing business with other agencies of that government. The inherent limitations of internal controls may not prevent or detect all improper or illegal activities, regardless of their adequacy, and therefore we can only mitigate, and not eliminate, this risk.
- Government contracts are often subject to more extensive scrutiny and publicity than contracts with commercial clients. Negative publicity related to our government contracts, regardless of its accuracy, may further damage our business by affecting our ability to compete for new contracts among commercial and governmental entities.
- Political and economic factors such as pending elections, changes in leadership among key governmental decision makers, revisions to governmental tax policies, reduced tax revenues and public health crises, such as COVID-19, can affect the number and terms of new government contracts signed.
- Terms and conditions of government contracts tend to be more onerous and are often more difficult to negotiate than those for commercial contracts.
- Government contracts may not include a cap on direct or consequential damages, which could cause additional risk and expense in these contracts.

***If our clients are unable to pay our dues and receivables, our results of operations and cash flows could be adversely affected.***

Our business depends on our ability to successfully obtain payments from our clients of the amounts they owe us for work performed. We evaluate the financial condition of our clients and usually bill and collect on relatively short cycles. We maintain provisions against receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and as a result we might need to adjust our provisions. For example, in the year ended March 31, 2018, two of our customers filed for bankruptcy/liquidation, which adversely affected our results for that year. There is no guarantee that we will accurately assess the creditworthiness of our clients. Macroeconomic conditions, such as a potential credit crisis in the global financial system, could also result in financial difficulties for our clients, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause clients to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Additionally, if we are unable to meet our contractual obligations, we might experience delays in the collection of or be unable to collect our client balances, which may adversely affect our results from operations and cash flows.

***Many of our client contracts can be terminated without cause, with little or no notice and without termination charges, which could negatively impact our revenue and profitability.***

Our clients typically retain us on a non-exclusive, project-by-project basis. Some of our client contracts, including those that are on a fixed-price, fixed-time frame basis, can be terminated with or without cause, with as little as 15 days' notice and without termination-related penalties. Most of our contracts with clients are typically limited to discrete projects without any commitment to a specific volume of business or future work. Our business is dependent on the decisions and actions of our clients, and there are a number of factors that might result in the termination of a project or the loss of a client that are outside of our control, including:

- the business or financial condition of our clients or the economy generally;
- a change in strategic priorities, resulting in a reduced level of IT spending;
- a demand for price reductions;
- a change in outsourcing strategy such as moving to client in-house IT departments or to our competitors; and
- consolidation of IT spending by our clients, whether arising out of mergers and acquisitions, or otherwise.

Larger projects may involve multiple engagements or stages, and there is a risk that a client may choose not to retain us for subsequent stages or may cancel or delay subsequent planned engagements. Further, we may not be able to sell additional services to existing clients. Termination of client relationships, particularly relationships with our significant customers, would have a material adverse effect on our business, results from operations and financial condition.

***Adverse changes to our relationships with key alliance partners could adversely affect our revenues and results of operations.***

We have alliances with companies whose capabilities complement our own. A significant portion of our service offerings are based on technology or software provided by our alliance partners. The priorities and objectives of our alliance partners may differ from ours. As most of our alliance relationships are non-exclusive, our alliance partners are not prohibited from competing with us or aligning more closely with our competitors. In addition, our alliance partners could experience reduced demand for their technology or software, including responses to changes in technology, which could impact related demand for our services. If we do not obtain the expected benefits from our alliance relationships, or if we are unable to enter into new alliances for any reason, we may be less competitive, our ability to offer attractive service offerings to our clients may be negatively affected, and our revenues and results of operations could be adversely affected.

***Our dependencies on “open source” software programs and platforms could impose limitations on our ability to commercialize our products and services, require us to re-engineer our products and services, or subject our proprietary software to general release.***

Certain products and services we offer to our clients incorporate open source software licensed without warranties, indemnification, or other contractual protections regarding infringement claims, security, upgrades or the quality of the code. Although we monitor our use of open source software to avoid subjecting our products to conditions we do not intend, the terms of many open source licenses have not been interpreted by United States or foreign courts, and there is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our products and services. There can be no assurance that our processes for controlling our use of open source software in our products and services will be effective. If we are held to have breached the terms of an open source software license, we could be required to seek licenses from third parties to continue offering our products on terms that are not economically feasible, to potentially re-engineer or discontinue the sale of our products or to make generally available, in source code form, our proprietary software if we combine it with open source software in a certain manner, any of which could adversely affect our business, operating results, and financial condition.

***The laws of India do not protect intellectual property rights to the same extent as those of the United States, and we may be unsuccessful in protecting our intellectual property rights. Unauthorized use of our intellectual property may result in development of technology, products or services which compete with our products. We may also be subject to third-party claims of intellectual property infringement.***

Our intellectual property rights are important to our business. We rely on a combination of patent, copyright and trademark laws, trade secrets, confidentiality procedures and contractual provisions to protect our intellectual property. However, we cannot be certain that the steps we have taken will prevent unauthorized use of our intellectual property. Furthermore, the laws of India do not protect proprietary rights to the same extent as laws in the United States. Therefore, our efforts to protect our intellectual property may not be adequate. Our competitors may independently develop similar technology or duplicate our products or services. Unauthorized parties may infringe upon or misappropriate our products, services or proprietary information.

The misappropriation or duplication of our intellectual property could disrupt our ongoing business, distract our management and employees, reduce our revenue and increase our expenses. The competitive advantage that we derive from our intellectual property may also be diminished or eliminated. We may need to litigate to enforce our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Any such litigation could be time-consuming and expensive. As the number of patents, copyrights and other intellectual property rights in our industry increases, and as the coverage of these rights increases, we believe that companies in our industry will face more frequent infringement claims. Defending against these claims, even if not meritorious, could be expensive and divert our attention and resources from operating our company. Also, there can be no assurance that, as our business expands into new areas, we will be able to independently develop the technology necessary to conduct our business or that we can do so without infringing on the intellectual property rights of others.

Although we believe that our intellectual property rights do not infringe on the intellectual property rights of any other party, infringement claims may be asserted against us in the future. If we become liable to third parties for infringing their intellectual property rights, we could be required to pay a substantial damage award and be forced to develop non-infringing technology, obtain a license or cease selling the applications or products that contain the infringing technology. We may be unable to develop non-infringing technology or to obtain a license on commercially reasonable terms, or at all. Further, we may be required to provide indemnification to clients for third-party breaches of intellectual property pursuant to our contracts with such parties.

***Changes in financial reporting standards, management's use of accounting estimates may affect our operating results and financial position.***

To comply with IFRS, management is required to make various estimates, judgments and assumptions. The facts and circumstances on which management bases these estimates, judgments, assumptions, and management's judgment of the facts and circumstances, may change from time to time and this may result in significant changes in the estimates, with an impact on our assets or income. Current and future accounting pronouncements and other financial reporting standards may adversely affect the financial information we present. We regularly monitor our compliance with all of the financial reporting standards that are applicable to us and any new pronouncements that are relevant to us. Findings of our monitoring activity or new financial reporting standards may require us to change our internal accounting policies and to alter our operational policy so that it reflects new or amended financial reporting standards. We cannot exclude the possibility that this may have a material impact on our assets, income, or cash flows. For a summary of significant accounting policies, refer to Note 3 of the Notes to the Consolidated Financial Statements section.

***Our revenues are highly dependent on clients primarily located in the Americas (including the United States) and Europe, as well as on clients concentrated in certain industries; therefore, an economic slowdown or factors that affect the economic health of the United States, Europe or these industries would adversely affect our business.***

We derive approximately 57% of our revenue from the Americas (including the United States) and 24% of our revenue from Europe. Our business and financial performance is and will continue to be affected by economic conditions globally. Increased protectionism and the risk of global trade war, resulting in weaker global trade and economic activity could adversely affect our business. If the economy in the Americas or Europe continues to be volatile or uncertain or conditions in the global financial market deteriorate, pricing for our services may become less attractive and our clients located in these geographies may reduce or postpone their technology spending significantly. Reduction in spending on IT services may lower the demand for our services and negatively affect our revenues and profitability.

Further, in June 2016, a referendum was held on the United Kingdom's membership in the European Union, the outcome of which was a vote in favor of leaving the European Union (commonly referred to as "Brexit"). In March 2017, the United Kingdom subsequently notified the European Union of its intention to withdraw. The withdrawal of the United Kingdom from the European Union took effect as of January 31, 2020, and the United Kingdom and European Union entered into an eleven-month transition period ending on December 31, 2020. During this transition period, the United Kingdom and European Union will negotiate trade agreements that will determine the terms of future trade and tariffs between them.

The effects of Brexit will depend on the trade agreements that the United Kingdom makes with the European Union and other countries to retain access for its goods and services to respective markets. We are unable to predict what the terms of those agreements will be and its effect on our business in the United Kingdom and European Union. Brexit therefore creates an uncertain economic environment in the United Kingdom and potentially across other European Union member states for the foreseeable future, including during the transition period while the final terms of the United Kingdom's exit from the European Union are being negotiated. Our operations in the United Kingdom and the European Union may be impacted by such uncertainties. Further, Brexit could adversely affect European and worldwide economic or market conditions and could contribute to instability in global financial markets, and the value of the Pound Sterling currency or other currencies, including the Euro. We are exposed to the economic, market and fiscal conditions in the United Kingdom and the European Union and to changes in any of these conditions. Depending on the terms reached under the trade agreements, it is possible that there may be adverse practical and/or operational implications on our business.

Our clients are concentrated in certain key industries. Any significant decrease in the growth of any one of these industries, or widespread changes in any such industry, may reduce or alter the demand for our services and adversely affect our revenue and profitability. For instance, fluctuations in global crude oil prices have significantly impacted the companies operating in the energy industry, impacting revenue and profitability of our Energy, Natural Resources and Utilities industry vertical. Furthermore, some of the industries in which our clients are concentrated, such as the financial services industry, health care industry or the energy and utilities industry, are, or may be, increasingly subject to governmental regulation and intervention. For instance, clients in the financial services sector have been subject to increased regulations following the enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act in the United States. Similarly, clients in the health care industry are subject to additional federal, state and foreign laws and regulations, such as the Affordable Care Act and the Health Care and Education Reconciliation Act of 2010 (the "ACA"). Furthermore, the regulatory and legislative environment surrounding the health care industry is facing uncertainty due to the continuing lack of clarity surrounding the future of the ACA. Increased regulation, changes in existing regulation or increased governmental intervention in the industries in which our clients operate may adversely affect the growth of their respective businesses and therefore negatively impact our revenues.

***Wage increases in India may diminish our competitive advantage against companies located in the United States and Europe and may reduce our profit margins.***

Our wage costs in India have historically been significantly lower than wage costs in the U.S. and Europe for comparably skilled professionals, and this has been one of our competitive advantages. However, wage increases in India may prevent us from sustaining this competitive advantage and may negatively affect our profit margins. We may need to increase the levels of our employee compensation more rapidly than in the past to retain talent. Unless we are able to continue to increase the efficiency and productivity of our employees over the long term, wage increases may reduce our profit margins. Furthermore, any inability to increase the proportion of employees with less experience, or source talent from other low-cost locations, like Eastern Europe, China or Southeast Asia could also negatively affect our profits.

***Our international operations subject us to risks inherent in doing business on an international level, including geopolitical volatilities, which could harm our operating results.***

The majority of our software development facilities are in India. Currently, we also have facilities in several countries around the world. As we continue to increase our presence outside India through our strategic development centers worldwide, we are subject to additional risks, including risks related to complying with a wide variety of national and local laws, localization requirements, restrictions on the import and export of certain technologies, data privacy and protection regulations, currency fluctuations, economic and political volatility, pending elections, changes in trade and foreign exchange policies, restrictions on repatriation of funds to India and multiple and possibly overlapping tax structures.

Our current international operations and future initiatives will involve a variety of risks including (i) government trade restrictions, including those which may impose restrictions, including prohibitions, on the exportation, re-exportation, sale, shipment or other transfer of programming, technology, components and/or services to foreign persons and (ii) changes in diplomatic and trade relationships, including new tariffs, trade protections measures, import or export licensing requirements, trade embargoes and other trade barriers. Emerging nationalist trends in countries may also significantly and adversely alter the trade environment. These conditions may add uncertainty to the timing and budget for technology investment decisions by our customers, and may impact our ability to do business in some markets or with some public-sector customers.

We may face competition in other countries from companies that may have more experience with operations in such countries or with international operations in general. We may also face difficulties integrating new facilities in different countries into our existing operations, as well as integrating employees that we hire in different countries into our existing corporate culture. Our international expansion plans may not be successful, and we may not be able to compete effectively in other countries.

Pandemics and public health crises, such as COVID-19, affecting the geographies where our or our customers operations are located can have an adverse impact on our business.

Terrorist attacks and other acts of violence or war have the potential to directly impact our clients. To the extent that such attacks affect or involve the U.S. or Europe, our business may be significantly impacted, as the majority of our revenue is derived from clients located in those regions.

Further, South Asia has from time to time experienced instances of civil unrest and hostilities among neighboring countries. Such activities could disrupt communications, make travel more difficult, and create a greater perception that investments in Indian companies involve a higher degree of risk. This, in turn, could have a material adverse effect on the market for the securities of Indian companies, including our equity shares and our ADSs, and on the market for our services.

***The recent COVID-19 global pandemic could harm our business and results of operations.***

In January 2020, the World Health Organization (the “WHO”) declared COVID-19 a Public Health Emergency of International Concern. On February 28, 2020, the WHO raised its assessment of the COVID-19 threat from high to very high at a global level due to the continued increase in the number of cases and affected countries, and on March 11, 2020, the WHO characterized COVID-19 as a pandemic. This contagious disease outbreak, which has spread around the world, and any related adverse public health developments, could adversely affect workforces, customers, economies and financial markets globally, potentially leading to an economic downturn. This could decrease technology spending, adversely affect demand for our offerings and impact our business and results of operations.

The conditions caused by the COVID-19 pandemic can affect the rate of customer spending, including through cancellations or ramp-downs of existing projects, increased requests for furloughs, increased requests by customers for price discounts, customers’ decreased ability or willingness to purchase our offerings, delays to prospective customers’ purchasing decisions, adverse impacts on our ability to provide on-site services to our customers or delays to the provisioning of our offerings, including due to travel restrictions imposed by many countries, all of which could adversely affect our future revenues, operating results and overall financial performance. Our operations have also begun to be negatively affected by a range of external factors related to the COVID-19 pandemic that are not within our control. For example, many cities, states, and even countries have imposed or may impose a wide range of restrictions on our employees’ and customers’ physical movements to limit the spread of COVID-19, including business shutdowns. Such restrictions may cause significant disruptions to our operations. As many of our employees are working from home, we may be exposed to additional cyber or ransomware attacks despite having strong cyber security controls in place. If the COVID-19 pandemic has a substantial impact on our employees’, partners’ or customers’ attendance or productivity, our results of operations and overall financial performance may be harmed, and the recoverable value of our assets may be significantly reduced, which may result in impairment loss.

Macroeconomic conditions caused by COVID-19 could also result in financial difficulties for our clients, including limited access to the credit markets, insolvency or bankruptcy. Such conditions could cause clients to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables (including contract assets and unbilled receivables) and negatively impact our liquidity and cash generated from operations. The International Monetary Fund (“IMF”) predicts that the global economy will shrink by 3% in the year 2020. The economic fallout and subsequent recovery will depend on multiple factors, such as the success of containment efforts and rate of recovery from the COVID-19 pandemic, supply chain disruptions, impact of lockdowns, repercussions of any dramatic tightening in global financial market conditions, shifts in consumer behaviour and spending patterns and volatile commodity prices, including oil prices.

The duration and extent of the impact from the COVID-19 pandemic depends on future developments that cannot be accurately predicted at this time, such as the severity and transmission rate of the virus, the extent and effectiveness of containment actions and the impact of these and other factors on our employees, customers, partners and vendors. If we are not able to respond to and manage the impact of such events effectively, our business will be adversely impacted.

***The markets in which we operate are subject to the risks of earthquakes, floods and other natural disasters, the occurrence of which could cause our business to suffer.***

Some of the regions that we operate in are prone to earthquakes, hurricanes, tsunamis, flooding and other natural disasters. In the event that any of our business centers are affected by such disasters, as occurred in Chennai in late 2015, we may sustain damage to our operations and properties, suffer significant financial losses and be unable to complete our client engagements in a timely manner, if at all. Further, in the event of a natural disaster, we may also incur costs in redeploying personnel and property. In addition, if any such natural disaster occurs in any of the locations in which our significant clients are located, we face the risk that our clients may incur losses or sustained business interruption which may materially impair their ability to continue their purchase of our products or services. The long-term effects of climate change on the global economy or the IT

industry, in particular, are unclear. A major earthquake, flood or other natural disaster including as a result of climate changes in the locations in which we operate could have a material adverse effect on our business, financial condition, results of operations and cash flows.

***Restrictive changes to immigration laws may hamper our growth and cause our revenue to decline.***

The success of our business is dependent on our ability to attract and retain talented and experienced professionals and be able to mobilize them around the world to meet our clients' needs. Immigration laws in the countries we operate in are subject to legislative changes, as well as to variations in the standards of application and enforcement due to political forces and economic conditions. Changes in immigration laws to restrict offshore outsourcing, limit the availability of certain work visas or increase visa fees in the key markets in which we operate may impact our ability to staff projects in a timely manner and negatively affect our profitability.

A few countries have introduced new provisions and standards in immigration law which can impact our ability to provide services in those countries due to restrictive policies and additional costs involved. It is difficult to predict the political and economic events that could affect immigration laws, or the restrictive impact they could have on obtaining or renewing work visas for our technology professionals. Travel restrictions in connection with COVID-19 may also negatively impact our employees' ability to travel as required to provide services to our clients.

**USA**

Since a large part of our business centers around the United States, changes to U.S. immigration laws could make it more difficult to obtain the required nonimmigrant work authorizations for our employees that allow us to compete for and provide timely and cost-effective services to our clients in the United States. There have been and will continue to be calls for extensive changes to U.S. immigration laws regarding the admission of highly skilled temporary and permanent workers. There are some legislative proposals which, if passed and signed into law, could add further costs and/or restrictions to some of the high-skilled temporary worker categories. Changes to immigration policies have resulted in higher visa denial rates for U.S. businesses. In turn, our cost of doing business in the United States may increase further, which may discourage some customers from seeking our services. This could have a material and adverse effect on our business, revenues and operating results.

We currently have sufficient personnel with valid nonimmigrant worker visas and are also increasing hiring in the United States to continue services to clients. However, the uncertainty around whether we will continue to be able to obtain adequate number of nonimmigrant worker visas for our onsite employees on the same timeframe as we currently maintain, could affect our ability to be responsive to business needs and cause our revenue to decline.

***Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements. Violation of these regulations could harm our business.***

Since we provide services to clients throughout the world, we are subject to numerous, and sometimes conflicting, legal requirements on matters as diverse as import/export controls, content requirements, trade restrictions, tariffs, taxation, sanctions, government affairs, anti-corruption, whistle blowing, internal and disclosure control obligations, data protection and privacy and labor relations and certain regulatory requirements that are specific to our client's industry. Non-compliance with these regulations in the conduct of our business could result in fines, penalties, criminal sanctions against us or our officers, disgorgement of profits, prohibitions on doing business and adverse impact to our reputation. Gaps in compliance with these regulations in connection with the performance of our obligations to our clients could also result in exposure to monetary damages, fines and/or criminal prosecution, unfavorable publicity, restrictions on our ability to process information and allegations by our clients that we have not performed our contractual obligations. Many countries also seek to regulate the actions that companies take outside of their respective jurisdictions, subjecting us to multiple and sometimes competing legal frameworks in addition to our home country rules. Due to the varying degree of development of the legal systems of the countries in which we operate, local laws might be insufficient to defend us and preserve our rights. We could also be subjected to risks to our reputation and regulatory action on account of any unethical acts by any of our employees, partners or other related individuals.

We have more than 41,000 employees located outside India. We are subject to risks relating to compliance with a variety of national and local laws including multiple tax regimes, labor laws, and employee health, safety, wages and benefits laws. We may, from time to time, be subject to litigation or administrative actions resulting from claims against us by current or former employees individually or as part of class actions, including claims of wrongful terminations, discrimination, misclassification or other violations of labor law or other alleged conduct. We may also, from time to time, be subject to litigation resulting from claims against us by third parties, including claims of breach of non-compete and confidentiality provisions of our employees' former employment agreements with such third parties or claims of breach by us of their intellectual property rights. Our failure to comply with applicable regulatory requirements could have a material adverse effect on our business, results of operations and financial condition.



Also, regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants may differ as compared to that of the United States. The Securities and Exchange Board of India (“SEBI”) has prescribed regulations and guidelines in relation to disclosure requirements, insider dealing and other matters relevant to the Indian securities market. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in the United States.

*Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.*

Changing laws, regulations and standards relating to accounting, corporate governance and public disclosure, including the Sarbanes Oxley Act of 2002, new SEC regulations, NYSE rules, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulations”), and the Indian Companies Act, 2013 (“Companies Act, 2013”) are creating uncertainty for companies like ours. These new or changed laws, regulations and standards may lack specificity and are subject to varying interpretations. Their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs of compliance as a result of ongoing revisions to such governance standards. For example, SEBI notified the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which prescribe various new concepts and compliance requirements for Indian listed companies. Impact of such regulations may be far-reaching and often untested since they are of recent origin. Introduction of such regulations have added complexity to our corporate compliance regime.

In particular, continuing compliance with Section 404 of the Sarbanes-Oxley Act of 2002 and the related regulations regarding our required assessment of our internal controls over financial reporting requires the commitment of significant financial and managerial resources. With respect to our Form 20-F for the year ended March 31, 2020, our management has performed an assessment of the effectiveness of the internal control over financial reporting. We have determined that the internal controls are effective.

We are committed to maintaining high standards of corporate governance and public disclosure, and our efforts to comply with evolving laws, regulations and standards in this regard have resulted in, and are likely to continue to result in, increased general and administrative expenses and significant management time and attention. In addition, the new laws, regulations and standards regarding corporate governance may make it more difficult for us to obtain or maintain directors’ and officers’ liability insurance. Further, our board members, chief executive officer and chief financial officer could face an increased risk of personal liability in connection with the performance of their duties. As a result, we may face difficulties attracting and retaining qualified board members and executive officers, which could harm our business. In certain instances, the compliance requirements under the SEBI Listing Regulations, Companies Act, 2013, and the rules under the NYSE are more onerous than those under the Sarbanes-Oxley Act of 2002. For example, our Board of Directors is required to state that they have established internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively. Additionally, under the SEBI Listing Regulations, the Chief Executive Officer, the Managing Director or a full time director appointed under the Companies Act, 2013 and the Chief Financial Officer are required to certify to the Board that (i) they accept responsibility for establishing and maintaining internal controls for financial reporting, (ii) that they have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting, and (iii) they have disclosed to the auditors and the Audit Committee any significant changes in internal control over financial reporting during the year, instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

Furthermore, with respect to material related party transactions, the Company is required to obtain approval from its non-controlling shareholders if the controlling shareholders are related parties. Obtaining the approval of non-controlling shareholders is not guaranteed and may be time consuming, which could affect the Company’s ability to carry out the decisions of the Board of Directors in a timely manner. Additionally, under the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company is required to establish mechanisms for prevention of insider trading. In this regard, with effect from April 1, 2019, the chief executive officer, managing director or such other analogous person of every Indian listed company must put in place an adequate and effective system of internal controls to ensure compliance with the Insider Trading Regulations. The Company’s audit committee is required to review the compliance with the said provisions at least once in each financial year and verify that the systems for internal control are adequate and are operating effectively. If we fail to comply with new or changed laws or regulations and standards or unintentionally disclose unpublished price sensitive information, our business and reputation may be harmed.

***We may incur substantial costs for environmental regulatory compliance.***

We are subject to various federal, state, local and foreign laws relating to protection of the environment. We may incur substantial fines, civil or criminal sanctions, including fines and sanctions against our directors and officers, or third-party claims for property damage or personal injury if we are held liable under environmental laws and regulations. Our current compliance with environmental laws and regulations is not expected to have a material adverse effect on our financial position, results of operations or competitive position.

***Legislation in certain countries in which we operate, including the United States, may restrict companies in those countries from outsourcing work.***

Some countries and organizations have expressed concerns about a perceived connection between offshore outsourcing and the loss of jobs domestically. With high domestic unemployment levels in many countries and increasing political and media attention on the outsourcing of services internationally by domestic corporations, there have been concerted efforts in many countries to enact new legislations to restrict offshore outsourcing or impose restrictions on companies that outsource. Recently, in addition to calls for changes to U.S. immigration laws regarding the admission of highly-skilled temporary and permanent workers, restrictive outsourcing legislation has been considered by federal and state authorities in the United States. In the event any of these measures become law, our ability to do business in these jurisdictions could be adversely impacted, which in turn could adversely affect our revenues and operating profitability.

In addition, from time to time, negative experiences associated with offshore outsourcing, such as theft and misappropriation of sensitive client data, have been publicized, including reports involving service providers in India. Our current or prospective clients may elect to perform certain services themselves or may be discouraged from transferring services from onshore to offshore service providers to avoid harmful publicity or any negative perceptions that may be associated with using an offshore service provider. Any slowdown or reversal of existing industry trends towards offshore outsourcing would seriously harm our ability to compete effectively with competitors that provide services from within the countries in which our clients operate.

Further, under the United Kingdom's Transfer of Undertakings (Protection of Employees) Regulations, 2006, as well as similar regulations in European Union member countries, employees who are dismissed by an outsourcing vendor could seek compensation from their current or new employer. This could adversely impact our customers' ability to outsource and also result in additional costs due to redundant payment liabilities. Such events could have an adverse impact on our results of operations and our financial position.

***We would realize lower tax benefits if the special tax holiday scheme for units set up in Special Economic Zones is substantially modified.***

Currently, we benefit from tax incentives under Indian tax laws. We qualify for a deduction from taxable income on profits attributable to our status as a developer of Special Economic Zones ("SEZs") or from operation of units located in SEZs. The tax deduction for SEZ developers is available for any ten consecutive years out of fifteen years, commencing from the year in which the SEZ is notified. The tax deduction for a unit in an SEZ is equal to 100% of profits from the export of services for the first five years after the commencement of operations in the SEZ, and thereafter is equal to 50% of profits from the export of services for a subsequent period of ten years, subject to meeting specified re-investment conditions and earmarking of specified reserves in the last five years. This tax deduction will terminate if our operations are no longer located in an SEZ, fail to comply with rules required for an SEZ or fail to meet certain conditions prescribed under the Income Tax Act, 1961 of India. These tax benefits of units are conditioned upon our ability to generate positive net foreign exchange within five years of the commencement of our operations in the SEZ. If we fail to generate positive net foreign exchange within five years, or thereafter fail to maintain it, we will be subject to penalties under the Foreign Trade (Development and Regulation) Act, 1992, or the Indian Foreign Trade Act. The maximum penalty that may be imposed is equal to five times the gross value of the goods and services that we purchase with duty exemptions. We were subject to a Minimum Alternate Tax ("MAT") at a fixed rate of approximately 21.54% until March 31, 2019 on our net profits as adjusted by certain prescribed adjustments. Where any tax is paid under MAT, such tax will be eligible for adjustment against regular income tax liability computed under the Income Tax Act, 1961 of India, for the following fifteen years as MAT credit. Per the provisions of Income Tax Act, 1961 any new SEZ which commences operation on or after April 1, 2020, will not be entitled to any special tax exemption under section 10AA of the Income Tax Act, 1961. In the midst of COVID 19, this timeline has been extended to June 30, 2020. Thus, any new SEZ which commences operation after June 30, 2020 will not be entitled to any special tax exemption, which may have the effect of increasing tax outflow in future. Further, if the MAT rate of taxation is increased, our financial results may be adversely affected.

In 2019, the Government of India (the "GoI") amended the Income Tax Act, 1961 by enacting The Taxation Laws (Amendment) Ordinance, 2019, and has provided an option for companies to pay tax at a lower rate of 22% (plus surcharge and cess) by forgoing all the deductions available under Chapter VI-A and other profit-linked deductions under the Income Tax Act, 1961. This option, if exercised, is irrevocable and the corresponding MAT credit will be lapsed. We have evaluated the option and have decided to continue under the existing regime and not to avail ourselves of the lower tax rate. In the future, if we opt for the lower tax rate, it may lead to an increase in tax outflow and the MAT credit available will be lapsed. Further, there has been a reduction in tax rate under MAT provisions, from 18.5% (plus surcharge and cess) to 15% (plus surcharge and cess).

***If the Government of India modifies or introduces new forms of taxes on distribution of profits or changes the basis of application of these taxes, the same could materially affect the returns to our shareholders.***

The GoI, through the Finance Act, 2020, has abolished the dividend distribution tax. This will have the effect of reducing our tax burden by shifting the tax burden to shareholders.

Further, provisions of section 115QA of the Income Tax Act, 1961 for buy-back of shares, which were initially applicable only to unlisted companies, have now been extended to buy-back of shares by listed companies through the enactment of Finance (No. 2) Act, 2019. In the future, for every buy-back of shares, we will be liable to pay additional income tax on the distributed income, which will result in additional cash outflow. Currently the rate of tax on buy-back of shares is 20% (plus surcharge and cess).

***You may be subject to Indian taxes arising out of capital gains on the sale of the shares.***

Under the Finance Act, 2018, gains of more than ₹1 lakh from sale of shares after April 1, 2018 held over one year will be taxed. Furthermore, any gain realized on the sale of the Shares held for a period of 12 months or less is subject to capital gains tax in India. See Item 10 of this annual report on Form 20-F for further information on the application of capital gains tax in India to our shareholders and ADS holders. Investors are advised to consult their own tax advisers and to carefully consider the potential tax consequences of an investment in shares and ADSs.

***We operate in jurisdictions that impose transfer pricing and other tax related regulations on us, and any changes in the regulations or failure to comply could materially and adversely affect our profitability.***

We are required to comply with various transfer pricing regulations in India and other countries. Failure to comply with such regulations may impact our effective tax rates and consequently affect our net margins. Additionally, we operate in several countries and our failure to comply with the local tax regime may result in additional taxes, penalties and enforcement actions from local authorities. In the event that we do not properly comply with transfer pricing and tax-related regulations, our profitability may be adversely affected. The Finance Act, 2012 extended the applicability of transfer pricing regulations to domestic transactions entered into with related parties and certain specified transactions. However, the Finance Act, 2017 has omitted the clause which dealt with any expenditure in respect of which payment has been made or is to be made to a person referred to in clause (b) of sub-section (2) of section 40A of the Income Tax Act, 1961.

Section 59A of the Tax Cuts and Jobs Act of 2017 imposes a tax equal to the “base erosion minimum amount” on certain “applicable taxpayers.” This may have an impact on payments made to non-US corporations if they don’t meet the exemption criteria.

Further, Brexit may also adversely affect our tax rates. We are unable to predict the final terms of the trade agreements currently being negotiated between the United Kingdom and European Union will be or their effects on our business in the United Kingdom and European Union. Depending on the terms reached under the trade agreements, it is possible that there may be adverse practical and/or operational implications on our effective tax rates.

Taxation laws are susceptible to frequent changes. The overall tax environment has made it increasingly challenging for multinational corporations to operate with certainty about taxation in many jurisdictions. For example, some countries are unilaterally amending their tax laws to adopt the new guidelines by The Organization for Economic Cooperation and Development. In India, changes in taxation law are announced on an annual basis in February, when the Union Budget is presented. These changes in law, including recent changes in foreign jurisdictions, may affect the accuracy of our estimated tax obligations, or the obligations of holders of our equity shares and ADSs. Significant judgment is required in determining our worldwide provision for income taxes and other tax liabilities. We are regularly under audit by tax authorities and those authorities may not agree with positions taken by us on our tax returns. Although we believe that our estimates are reasonable, there is no assurance that the final determination of tax audits or tax disputes will not be different from what is reflected in our historical income tax provisions and accruals.

***Political considerations in the Government of India could delay the liberalization of the Indian economy and adversely affect economic conditions in India in general, which could in return impact our financial results and prospects.***

Despite economic liberalization policies, the Indian central and state governments remain a significant part of the Indian economy as producers, consumers and regulators. Although we believe that the process of economic liberalization will continue, the rate of economic liberalization could change, and specific laws and policies affecting technology companies, foreign investment, currency exchange and other matters affecting investment in our securities could change as well. A significant change in India’s economic liberalization and deregulation policies could adversely affect business and economic conditions in India generally and our business in particular.

For instance, in April 2007, the GoI announced a number of changes in its policy relating to SEZs, including specifying a cap on land available for SEZs. The GoI is currently considering making further changes in its SEZ policy. Finance Act, 2017 has prescribed a cut-off date of March 31, 2020 for setting up new SEZs, which has been extended to June 30, 2020 due to the impact of COVID-19. We currently have several facilities operating within SEZs and any adverse change in policy relating to SEZs could affect our profitability.

***Indian law limits our ability to raise capital outside India and may limit the ability of others to acquire us, which could prevent us from operating our business or entering into a transaction that is in the best interests of our shareholders.***

Indian law constrains our ability to raise capital outside of India through the issuance of equity or convertible debt securities. Generally, any foreign investment in, or an acquisition of, an Indian company under the applicable foreign exchange regulations does not require approval from the Reserve Bank of India (“RBI”) and relevant government authorities in India, subject to compliance of prescribed conditions. The GoI currently does not mandate prior approvals for IT companies such as ours. However, by notification dated April 22, 2020, the GoI has amended its foreign direct investment (“FDI”) policy to state that investment by a non-resident entity of a country which shares a land border with India, or where the beneficial ownership of an investment into India is situated in or is a citizen of any such countries, shall be under the ‘Government Route’, which requires GoI approval prior to investment. Further, in case of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the above-mentioned restriction/purview such subsequent change in beneficial ownership, will also require GoI approval. If we are required to seek the approval of the GoI and the GoI does not approve the proposed investment or implements a limit on the foreign equity ownership of IT companies, our ability to seek and obtain additional equity investment by foreign investors will be limited. In addition, these restrictions, if applied to us, may prevent us from entering into a transaction, such as an acquisition by a non-Indian company, which would otherwise be beneficial for our Company and the holders of our equity shares and ADSs.

***Our ability to invest outside India, including acquiring companies organized outside India, depends on the approval of the Government of India and/or the RBI. Our failure to obtain approval from the Government of India for the acquisition of companies organized outside India may restrict our international growth, which could negatively affect our revenue.***

The Ministry of Finance of the GoI and/or the RBI must approve our acquisition of any company organized outside of India or grant general or special permission for such acquisition. The RBI permits acquisitions of companies organized outside India by an Indian party without approval, inter alia, in the following circumstances:

- if the transaction consideration is paid in cash, up to 400% of the net worth of the acquiring company as per its latest audited financial statement; or
- if the acquisition is funded with cash from the acquiring company’s existing foreign currency accounts or with cash proceeds from the issue of ADRs, Global Depositary Receipts, External Commercial Borrowings or Foreign Currency Convertible Bonds.

However, any financial commitment exceeding US\$1 billion or its equivalent in a financial year would require prior approval of the RBI even if the total financial commitment of the Indian party is within 400% of the net worth as per its latest audited financial statements. Further, our investments in foreign operations may be subject to restrictions imposed by the RBI. We cannot assure you that any necessary approval from the RBI or the Ministry of Finance or any other Government agency can be obtained. Our failure to obtain such approvals from the GoI for acquisitions of/investments in companies organized outside India may restrict our international growth, which could negatively affect our revenue.

***It may be difficult for you to enforce any judgment obtained in the United States against us, our directors or executive officers or our affiliates.***

We are incorporated under the laws of India and many of our directors and executive officers reside outside the United States. A substantial portion of our assets and the assets of many of these persons are also located outside the United States. As a result, you may be unable to effect service of process upon us outside of India or upon such persons outside their jurisdiction of residence. In addition, you may be unable to enforce against us in courts outside of India, or against these persons outside the jurisdiction of their residence, judgments obtained in courts of the United States, including judgments predicated solely upon the federal securities laws of the United States.

We have been advised by our Indian counsel that the United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of

the United States, would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the Foreign Exchange Management Act, 1999, to execute such a judgment or to repatriate any amount recovered.

***Our stock price continues to be volatile.***

Our stock price is affected by factors outside our control. A share buyback program could also affect the price of our stock and increase volatility. Such volatility could negatively impact the perceived value and stability of our equity shares and ADSs. Further, the Indian stock exchanges have, in the past, experienced substantial fluctuations in the prices of their listed securities. The Indian stock exchanges, on which our equity shares are listed, including the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), have experienced problems that, if they continue or reoccur, could affect the market price and liquidity of the securities of Indian companies, including our equity shares and ADSs. These problems in the past included temporary exchange closures, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

***Any adverse change in India’s debt rating or our credit rating by a domestic or international rating agency could negatively impact our business and profitability.***

Any adverse revisions to India’s credit ratings for domestic and international debt or our credit rating by domestic or international rating agencies could adversely impact our ability to raise additional financing, as well as the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our access to debt market, results of operations and financial condition.

***There are risks associated with our outstanding and future indebtedness.***

There can be no assurance that our business, results of operations and financial condition will not be adversely affected by our incurrence of indebtedness. Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to manage our operations and generate sufficient cash flows to service such debt. In addition, the agreements that govern the terms of our indebtedness may contain a number of restrictive covenants imposing significant operating and financial restrictions. In the event that we fail in the future to make any required payment under the agreements governing our indebtedness or if we fail to comply with the financial and operating covenants contained in those agreements, we would be in default with respect to that indebtedness and the lenders could declare such indebtedness to be immediately due and payable, which could have an impact on our results of operations. There can be no assurance that we will be able to manage any of these risks successfully.

***Exchange rate fluctuations in various currencies in which we do business could negatively impact our revenue and operating results / net income. Our financial condition and results of operations may be harmed if we do not successfully reduce such risks through the use of derivative financial instruments.***

Our IT Services business contributes approximately 96.8% of our revenue. A significant portion of our revenue from this segment is derived from transactions in foreign currencies, including the U.S. Dollar, the United Kingdom Pound Sterling, the Euro, the Canadian Dollar and the Australian Dollar while a large portion of our costs are in Indian Rupees. The exchange rate between the Indian Rupee and foreign currencies has fluctuated significantly in recent years and may continue to fluctuate in the future. As our financial statements are presented in Indian Rupees, such fluctuations could have a material impact on our reported results. Due to these exchange rate fluctuations, there has been an increased demand from our clients that all risks associated with such fluctuations be borne by us. Appreciation of the Indian Rupee against foreign currencies can therefore adversely affect our revenue and competitive position, and can adversely impact our operating results. We generate approximately 37% of our IT Services revenues in non-U.S. Dollar currencies, and the exchange rate fluctuations between these currencies and the U.S. Dollar can affect our revenues and growth, as expressed in U.S. Dollar terms.

A significant portion of our debt is in various foreign currencies. We also undertake hedging strategies to mitigate exposure of exchange rate risk relating to foreign currency borrowings, including entering into interest rate swaps. As mentioned above, the exchange rate between the Indian Rupee and foreign currencies has fluctuated significantly in recent years and will likely continue to fluctuate in the future. If the value of the Indian Rupee declines, the size of our debt obligations and interest expenses in Indian Rupees may increase. This will adversely impact our net income. We also experience other market risks, including changes in the interest rates of the securities that we own. We may use derivative financial instruments to reduce or mitigate these risks where possible. However, if our strategies to reduce market risks are not successful, our financial condition and operating results may be harmed.

There are risks associated with the use of such hedging instruments. While hedging instruments may mitigate our exposure to fluctuations in currency exchange rates to a certain extent, we potentially forego benefits that might result from market fluctuations in currency exposures. These hedging transactions can also result in substantial losses. Such losses could occur under various circumstances, including, without limitation, any circumstances in which a counterparty does not perform its obligations under the applicable hedging arrangement (despite having International Swaps and Derivatives Association agreements in place with each of our hedging counterparties), there are currency fluctuations or the arrangement is imperfect or ineffective. Further, the policies of the RBI may change from time to time which may limit our ability to hedge our foreign currency exposures adequately.

***Our defined benefit plan assets are subject to market volatility.***

Our employee compensation policies include certain defined benefit plans where it is our obligation to provide agreed benefits to the employees. These obligations are funded through certain plan assets which carry actuarial and investment risks. These risks include adverse salary growth or demographic experience, which can result in an increase in cost of providing these benefits to employees in future. The valuation of plan assets considers an expected return which is based on expectation of the average long-term rate of return on investments of the fund during the estimated term of the obligations. Should we not achieve the expected rate of return on the plan assets or if the plan experiences a decline in the fair value of its assets, we may be required to contribute assets to the plan which could adversely affect our results of operations.

***We are exposed to fluctuations in the market values of our investment portfolio.***

We maintain an investment portfolio of various holdings, types, and maturities. These investments are subject to general credit, liquidity, market, and interest rate risks. Deterioration of the credit rating of counterparties and in the credit as well as the debt capital markets in general due to economic turmoil could result in volatility of our investment earnings and impairments to our investment portfolio, which could negatively impact our financial condition and net income. Further, fluctuations in the interest rate environment based on changes in the RBI's monetary policy could affect the interest income and thereby our profitability.

***Disruptions in telecommunications and operations infrastructure could harm our service model, which could result in a reduction of our revenue.***

A significant element of our business strategy is to continue to leverage and expand our offshore development centers in Bengaluru, Chennai, Hyderabad, Kolkata, Pune, Delhi, Mumbai and other cities in India, as well as near-shore development centers outside of India. We believe that the use of a strategically located network of software development centers provides us with cost advantages, the ability to attract highly skilled personnel from various regions of India and the world, the ability to service clients on a regional and global basis and the ability to provide services to our clients 24 hours a day, seven days a week. Part of our service model is to maintain active voice and data communications between our main office in Bengaluru, our clients' offices, and our software development and support facilities. Although we maintain redundancy facilities and satellite communications links, any significant loss in our ability to transmit voice and data through satellite and telephone communications could result in a disruption in business, thereby hindering our performance or our ability to complete client projects on time. This, in turn, could lead to a reduction of our revenue.

## **Risks Related to Investments in Indian Companies and International Operations Generally.**

We are incorporated in India, and a substantial portion of our assets and our employees are located in India. Consequently, our financial performance and the market price of our ADSs will be affected by political, social and economic developments affecting India, GoI policies such as taxation and foreign investment policies, GoI currency exchange control and changes in exchange rates and interest rates.

### **Risks Related to the ADSs**

#### ***Sale of our equity shares may adversely affect the prices of our equity shares and ADSs.***

Sale of substantial amounts of our equity shares in the public market, including sales by insiders, or the perception that such sales may occur, could adversely affect the prevailing market price of our equity shares or our ADSs or our ability to raise capital through an offering of our securities. In the future, we may also sponsor the sale of shares currently held by some of our shareholders, or issue new shares. We can make no prediction as to the timing of any such sales or the effect, if any, that future sales of our equity shares, or the availability of our equity shares for future sale, will have on the market price of our equity shares or ADSs prevailing from time to time.

The GoI has notified implementation of the Depository Receipts Scheme, 2014, which permits liberalized rules for sponsored and unsponsored secondary market issue of depository receipts up to the sectorial cap of foreign investment as per the prescribed regulations. Regulators like the RBI, Ministry of Corporate Affairs (“MCA”), Ministry of Finance and Securities and Exchange Board of India have also issued guidelines and regulations to operationalize the framework for issuance of depository receipts by listed entities. Further amendments and requirements may also be notified from time to time. Once the regulations are fully operationalized, our shares can be freely convertible into depository receipts, which would impact the share price and available float in Indian as well as the price and availability of ADSs on NYSE.

#### ***Indian law imposes foreign investment restrictions that limit a holder’s ability to convert equity shares into ADSs, which may cause our ADSs to trade at a premium or discount to the market price of our equity shares.***

Under certain circumstances, the RBI must approve the sale of equity shares underlying ADSs by a non-resident of India to a resident of India. The RBI has given general permission to effect sales of existing shares or certain other capital instruments of an Indian company by a resident to a non-resident, subject to certain conditions, including the price at which the shares may be sold. Additionally, except under certain limited circumstances, if an investor seeks to convert the Indian Rupee proceeds from a sale of equity shares in India into foreign currency and then repatriate that foreign currency from India, he or she will have to obtain additional approval from the RBI for each transaction. Required approval from the RBI or any other government agency may not be obtained on terms which are favorable to a non-resident investor or may not be obtained at all.

Pursuant to the provisions of the Companies Act, 2013, where the name of a person is entered in the register of members as a registered owner of shares but such person does not hold the beneficial interest in such shares, both the registered owner and the beneficial owner of such equity shares are required to disclose to the company the nature of their interest, particulars of the person in whose name the shares stand registered in the books of company and other certain details. Investors who exchange ADSs for the underlying equity shares of the company may be subject to the provisions of the Companies Act, 2013 and to the disclosure obligations that may be necessary as pursuant to the Depository Agreement. Any person who fails to comply with beneficial ownership disclosure requirements under Companies Act, 2013 may be liable for a fine of up to ₹50,000 and where failure is a continuing one, with a further fine up to ₹1,000 for each day such failure continues. Such restrictions on foreign ownership of the underlying equity shares may cause our ADSs to trade at a premium or discount to the equity shares. Such restrictions may change in the future, including under the Depository Receipt Scheme, 2014, and may affect the trading value of our ADSs relative to our equity shares.

#### ***The price of our ADSs and the U.S. Dollar value of any dividends we declare may be negatively affected by fluctuations in the U.S. Dollar to Indian Rupee exchange rate.***

Our ADSs trade on the NYSE in U.S. Dollars. Since the equity shares underlying the ADSs are listed in India on the BSE and the NSE and trade in Indian Rupees, the value of the ADSs may be affected by exchange rate fluctuations between the U.S. Dollar and the Indian Rupee. In addition, dividends declared, if any, are denominated in Indian Rupees, and therefore the value of the dividends received by the holders of ADSs in U.S. Dollars will be affected by exchange rate fluctuations. If the Indian Rupee depreciates against the U.S. Dollar, the price at which our ADSs trade and the value of the U.S. Dollar equivalent of any dividend will decrease accordingly.

***Our ADSs have historically traded at a significant premium to the trading prices of our underlying equity shares on Indian stock exchanges, but may not continue to do so in the future.***

Historically, our ADSs have traded at a premium to the trading prices of our underlying equity shares on Indian stock exchanges due to the relatively small portion of our market capitalization represented by ADSs, restrictions imposed by Indian law on the conversion of equity shares into ADSs, and the potential preference of some investors to trade securities listed on U.S. exchanges. The completion of any additional secondary ADS offering will increase the number of our outstanding ADSs. Further, the restrictions on the issuance of ADSs imposed by Indian law may be relaxed in the future, including by the Depository Receipts Scheme, 2014. Over a period of time, investor preferences may also change. Therefore, the historical premium of our ADSs as compared to the trading prices of our underlying equity shares on Indian stock exchanges may be reduced or eliminated.

***Negative media coverage and public scrutiny may adversely affect the prices of our equity shares and ADSs.***

Media coverage, including social media coverage such as blogs, of our business practices, employees, policies and actions has increased dramatically over the past several years. Any negative media coverage, regardless of the accuracy of such reporting, may have an initial adverse impact on our reputation and investor confidence, resulting in a decline in the share price of our equity shares and our ADSs.

***Holders of ADSs are subject to the Securities and Exchange Board of India's Takeover Code with respect to their acquisitions of ADSs or the underlying equity shares, and this may impose requirements on such holders with respect to disclosure and offers to purchase additional ADSs or equity shares.***

The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “**Takeover Code**”) is applicable to publicly listed Indian companies such as Wipro and to any person acquiring our equity shares or voting rights in our company, including ADSs.

Under the Takeover Code, persons who acquire 5% or more of the shares of a company are required, within two working days of such acquisition, to disclose the aggregate shareholding and voting rights in the company to the company and to the stock exchanges on which the shares of the company are listed.

Additionally, holders of 5% or more of the shares or voting rights of a company who acquire or dispose of shares representing 2% or more of the shares or voting rights of the company must disclose, within two working days of such transaction their revised shareholding to the company and to the stock exchanges on which the shares of the company are listed. This disclosure is required even if the transaction is a sale which results in the holder's ownership falling below 5%. The Takeover Code may also impose conditions that discourage a potential acquirer, which could prevent an acquisition of our company in a transaction that could be beneficial for our equity holders.

***An investor in our ADSs may not be able to exercise preemptive rights for additional shares and may thereby suffer dilution of his or her equity interest in us.***

Under the Companies Act, 2013, a company incorporated in India must offer its holders of equity shares preemptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless such preemptive rights have been waived by three-fourths of the shares voting on the resolution to waive such rights. Holders of ADSs may be unable to exercise preemptive rights for the equity shares underlying ADSs unless a registration statement under the Securities Act is effective with respect to such rights or an exemption from the registration requirements of the Securities Act is available. We are not obligated to prepare and file such a registration statement, and our decision to do so will depend on the costs and potential liabilities associated with any such registration statement, as well as the perceived benefits of enabling the holders of ADSs to exercise their preemptive rights, and any other factors we consider appropriate at the time. No assurance can be given that we would file a registration statement under these circumstances. If we issue any such securities in the future, such securities may be issued to the Depository, which may sell such securities for the benefit of the holders of the ADSs. There can be no assurance as to the value, if any, the Depository would receive upon the sale of such securities. To the extent that holders of ADSs are unable to exercise preemptive rights granted in respect of the equity shares represented by their ADSs, their proportional interests in the Company would be diluted.

***ADS holders may be restricted in their ability to exercise voting and other rights.***

At our request, the Depository will mail to you any notice of shareholders' meeting received from us along with information explaining how to instruct the Depository to exercise the voting rights of the securities represented by ADSs. If the Depository receives voting instructions from you prior to such shareholders' meeting, relating to matters that have been forwarded to you, it will endeavor to vote the securities represented by your



ADSs in accordance with such voting instructions. However, the ability of the Depositary to carry out voting instructions may be limited by practical and legal limitations and the terms of the securities on deposit. We cannot assure that you will receive voting materials in time to enable you to return voting instructions to the Depositary in a timely manner. Securities for which no voting instructions have been received will not be voted. There may be other communications, notices or offerings that we only make to holders of our equity shares, which will not be forwarded to holders of ADSs. Accordingly, you may not be able to participate in all offerings, transactions or votes that are made available to holders of our equity shares including share buyback programs in which the Company buys back equity shares. Because ADS holders may not directly participate in the share buyback program, a notice of such program must be mailed to all ADS holders in advance of the program in order to give the ADS holders who want to participate the opportunity to convert their ADSs into equity shares.

***We may be classified as a passive foreign investment company, which could result in adverse U.S. federal income tax consequence to U.S. holders.***

Based on the current price of our ADSs and the composition of our income and assets, we do not believe that we are a Passive Foreign Investment Company (“**PFIC**”) for U.S. federal income tax purposes for our current taxable year ended March 31, 2020. However, a separate determination must be made after the close of each taxable year as to whether we are a PFIC. We cannot assure you that we will not be a PFIC for any future taxable year. If we were treated as a PFIC for any taxable year during which a U.S. holder held an equity share or an ADS, certain adverse U.S. federal income tax consequences could apply to the U.S. holder. See “Taxation—Material United States Federal Tax Consequences—Passive Foreign Investment Company.”

#### **Item 4. Information on the Company**

##### **Company Overview**

Wipro Limited is a leading global information technology (“**IT**”), consulting and business process services company. We harness the power of cognitive computing, hyper-automation, robotics, cloud, analytics and emerging technologies to help our clients adapt to the digital world and make them successful.

A company recognized globally for its comprehensive portfolio of services, strong commitment to sustainability and good corporate citizenship, we have over 175,000 dedicated employees serving clients across six continents. Together, we discover ideas and connect the dots to build a better and a bold new future.

##### **History and Development of the Company**

Wipro was incorporated on December 29, 1945, as Western India Vegetable Products Limited under the Indian Companies Act, VII of 1913, which is now superseded by the Companies Act, 2013. Today, Wipro is a public limited company deemed to be registered under the Companies Act 2013, and is registered with the Registrar of Companies, Bengaluru, Karnataka, India as Company No. 20800. In 1946, we held our initial public offering in India of our equity shares. In October 2000, Wipro raised capital in the initial U.S. public offering of ADSs that were listed on the New York Stock Exchange (“**NYSE**”). We are listed on the NSE and BSE in India and Wipro’s ADSs are listed on the NYSE. Wipro is a constituent of the Nifty and the NYSE TMT Indices. Our registered office is in Bengaluru, India. The senior management operates from local offices in key regions of operations such as North America, Continental Europe, the United Kingdom, Australia, Africa, Latin America and Asia as well as from Bengaluru, India.

We began business as a vegetable oil manufacturer in 1945 in Amalner, Maharashtra, India and later expanded into manufacturing soaps and other consumer care products. During the late 1970s and early 1980s, under the leadership of Azim H Premji, the company further expanded into the IT industry in India. We began selling personal computers in India in 1985. In the 1990s, the company leveraged its hardware expertise and began offering software services to clients across the world. During the 2000s, our IT business scaled significantly by acquiring new clients, scaling relationship with existing customers and acquiring capabilities in emerging technologies, assets in focus markets and local talent in new geographies. In 2013, we demerged our non-IT business segments to focus solely on our IT business.

Over the last few years, we have transformed our portfolio of services such as digital, cloud, engineering and cyber security by investing in new technologies organically as well as through acquisitions. Our range of services includes digital strategy, customer-centric design, consulting, infrastructure services, business process services, research and development, cloud, mobility and advanced analytics and product engineering. We offer our customers a variety of commercial models including time and material, fixed price, capacity based, pay-per-use, as-a-service and outcome based models. We offer all of these services and models globally by leveraging our proprietary products, platforms, partnerships and solutions, including state of the art automation technologies such as our proprietary cognitive intelligence tool, Wipro HOLMES Artificial Intelligence Platform (“**Wipro HOLMES™**”).

In May 2017, we unveiled our contemporary new brand identity and logo. The new logo represents the deep connectedness between people, ideas, communities and the environment. We believe the synergy among these various elements is what drives transformation at Wipro. Our brand promises to bring a pioneering, entrepreneurial, innovative spirit to solve complex business problems for our customers.

The Spirit of Wipro resonates with our new identity. It is the indivisible synthesis of four values:

- Be passionate about clients' success;
- Treat each person with respect;
- Be global and responsible; and
- Have unyielding integrity in everything we do.

Our business is comprised of the IT Services, IT Products and ISRE segments.

The ISRE segment consists of IT services offerings to ISRE Customers. During the year ended March 31, 2019, we carved out ISRE as a separate segment from our global IT Services business. We made this decision because we changed our strategy for providing services to ISRE Customers. Historically, projects in our ISRE business have been primarily SI projects that have complex deliverables and, compared to our IT Services segment, longer working capital cycles and different downstream processes, including billing and collections. Most ISRE deals come in the form of a tender process, with little room to negotiate the terms and conditions. We have pivoted our ISRE strategy to focus more on consulting and digital engagements and to be selective in bidding for SI projects with long working capital cycles.

For the fiscal year ended March 31, 2020, the IT Services segment generated 96.8% of our revenue and 101.9% of our operating income. For the same period, the IT Products segment generated 1.8% of revenue and (0.3%) of operating income and ISRE services segment generated 1.4% of our revenue and (1.7%) of our operating income. Reconciling Items constitute 0.1% of our operating income. (Refer to Note 34 of the Notes to Consolidated Financial Statements).

We organize our customer-facing functions of sales, marketing and business development into teams that focus primarily on industry verticals and service offerings, enabling us to deliver services to customers based on deep domain insight. Our customer-facing functions in markets such as the United States, Latin America, Continental Europe, the United Kingdom, India, the Middle East and Africa are predominantly locally staffed.

Ethisphere Institute, the global leader in defining and advancing the standards of ethical business practices, recognized Wipro as the World's Most Ethical Company for the ninth successive year in 2020. Further, Wipro has been recognized as a member of the global Dow Jones Sustainability Index for the tenth year in succession.

There has not been any indication of any public takeover offers by third parties in respect of the Company's shares or by the Company in respect of other companies' shares during the last and current fiscal years.

Wipro Limited's registered office is located at Doddakannelli, Sarjapur Road, Bengaluru, Karnataka 560 035, and the telephone number of the registered office is +91-80-28440011. Our website is <http://www.wipro.com>. The name and address of Wipro's registered agent in the United States is CT Corporation System, located at 28 Liberty Street, New York, New York 10005. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system.

## **Capital Expenditures and Divestitures**

### *Acquisitions ("M&A")*

In the last three fiscal years, we have completed several mergers and acquisitions, including the acquisitions of:

- International TechneGroup Incorporated ("ITG"), a global digital engineering and manufacturing solutions company and a world leader in Computer Aided Design ("CAD") and Product Lifecycle Management ("PLM") interoperability software services;
- Rational Interaction, Inc., a full-service digital customer experience ("CX") solutions firm that brings the strategic capabilities of a consultancy together with the creative and digital prowess of an agency;
- Cooper Software Inc., an award-winning design and business strategy consultancy, which expands our digital reach in North America and adding capabilities in professional design education; and

- InfoSERVER S.A., an IT services provider providing custom application development and software deployment services in the Brazilian market.

### *Divestitures*

In the last three fiscal years, we have completed the divestiture of:

- Workday business and Cornerstone OnDemand business to Alight Solutions LLC (“**Alight**”). This divestment will further strengthen our partnership with Alight. In addition, we have maintained our partnership with Workday and will continue to offer Workday application maintenance services, testing and integration services to Wipro’s client base; and
- Hosted data center services business, to Ensono Holdings, LLC (“**Ensono**”), a leading hybrid IT services provider. This divestment will help us accelerate investments in the digital space. At the same time, Wipro remains committed to serving its hosted data center customers and the market through its business partnership with Ensono.

Additionally, during the year ended March 31, 2020, we sold our remaining 11% equity holding in Wipro Airport IT Services Limited (“**WAISL**”), which was a joint venture between Wipro Limited and Delhi International Airport Limited, to Antariksh Softtech Private Limited. Consequently, the joint venture agreement was terminated.

Please see Note 7 of the Notes to the Consolidated Financial Statements for additional information regarding our acquisitions and Note 26 of the Notes to the Consolidated Financial Statements for additional information about our divestitures.

### *Capital Expenditure*

We incurred total cash outflow of, ₹21,870 million, ₹22,781 million and ₹23,497 million during the fiscal years ended March 31, 2018, 2019 and 2020, respectively. We incurred these capital expenditures primarily on new software development facilities in India and investments in IT assets. As of March 31, 2020, we had contractual commitments of ₹14,011 million related to capital expenditures on construction or expansion of software development Cloud Enterprise Platforms to be funded largely through cash generated from operations, existing investible surplus in the form of cash and cash equivalents, short-term investments and other external financing sources.

### *Buy-back of equity shares*

During the year ended March 31, 2020, we completed the buyback of 323,076,923 equity shares at a price of ₹325 (\$4.31) per equity share, as approved by the Board of Directors on April 16, 2019 and by our shareholders by resolution, dated June 1, 2019, through postal ballot and electronic voting. The buyback resulted in a total cash outflow of ₹105,000 million (\$1,393 million). As a result of the buyback, our share capital has been reduced by ₹646 million (\$8.57 million).

## **Industry Overview**

### *IT Services*

Global IT service providers offer a range of end-to-end software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and related support functions. According to the *Strategic Review 2020* published by NASSCOM (the “**NASSCOM Report**”), IT export revenues from India grew by 8.1% to an estimated \$147 billion in fiscal year 2020. India’s global IT industry grew by 7.7% to reach \$191 billion during the year ended March 31, 2020. According to the NASSCOM Report, “Digital” continues to drive growth (more than 50% of growth in fiscal year 2020) and now contributes \$51 billion to the overall IT industry in India. Technologies such as industrial automation, robotics, cloud, Internet of Things (“**IoT**”), augmented reality (“**AR**”) / virtual reality (“**VR**”) and blockchain continue to fuel growth.

Growth in core traditional services revenues are expected to be moderate, whereas digital technology is continuing to gain prominence due to increased technology adoption by governments and businesses upgrading platforms, products and solutions to enhance the consumer experience. The markets we serve continue to undergo rapid changes due to the pace of development in technology, innovation in business models and changes in clients’ sourcing strategies. Digital business has changed the nature of demand for IT services. Big data and analytics, cloud computing, cybersecurity and advanced technologies such as artificial intelligence (“**AI**”), machine learning (“**ML**”), IoT, robotics, and 3D printing are profoundly impacting enterprise, government and end consumer segments by enabling new business opportunities across sectors.

The markets we serve are undergoing a massive disruption due to the outbreak of COVID-19. The situation caused by the COVID-19 pandemic continues to evolve and the effects on the markets we serve remain uncertain. The outlook for the markets we serve going forward will depend, in addition to other factors, on how COVID-19 continues to affect the global economy. Please see “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Trend Information” in Item 5 for more information on the effects of COVID-19 on our business.

#### *IT Products*

The key components of the hardware industry are servers, desktops, notebooks and tablet computers, storage devices, peripherals, printers and networking equipment. According to the NASSCOM Report, - the domestic market in India for hardware was estimated to be \$16 billion in fiscal year 2020. The emergence of cloud computing technologies is negatively affecting the demand for IT products such as servers.

#### *ISRE*

In the government sector, spending on IT and IT services is expected to grow much faster in the coming years given the focus on “Digital India” initiative by the GoI. Digital India is a flagship program of the GoI with a vision to transform India into a digitally empowered society and knowledge economy. Some of the key initiatives by GoI include Smart City Projects, Aadhar, GSTN, internet infrastructure (Wifi-hotspots), and financial inclusion initiatives such as mobile-banking, e-wallets, digital payments and lending and eKYC, among others. The GoI is also driving large scale transformation by adopting cloud technologies and a mobile-first approach.

In response to COVID-19, the GoI is now prioritizing investments to fight disease prevention, for outbreak management and to create an infrastructure for early detection, tracking and effective response management. Emerging technologies such as geographic information systems, big data analytics, artificial intelligence, machine learning, blockchain, facial recognition, image analytics, drone-based surveillance and IoT enablement will be used to achieve zero touch operations and enhanced service delivery. Most of the GoI processes and working environments, which otherwise would have taken longer to adopt, will now undergo rapid digital transformation. We, therefore, see opportunities around digitization, business process management, ERP, cloud adoption, among other things. However, there could be delays in the GoI decision making processes for long-term transformation initiatives.

#### **Business Overview**

We are a global technology services firm, with employees across over 55 countries and serving enterprise clients across various industries. We provide our clients with competitive advantages by applying various emerging technologies and ensuring cyber resilience and cyber assurance. We work with our clients not only to enable their digital future, but also to drive hyper efficiencies across their technology infrastructure, applications and core operations, enabling them to achieve cost leadership in their businesses.

We are recognized by our clients for our ability to bring in “an integrated perspective”, or our ability to bring together broad and deep technology and domain expertise, our ability to draw learnings and apply insights from one company or sector to another and our ability to provide end-to-end services. Our clients value our consistent excellence in execution and our ability to proactively incorporate relevant innovation.

Our IT Services segment provides a range of IT and IT-enabled services which include digital strategy advisory, customer-centric design, technology consulting, IT consulting, custom application design, development, re-engineering and maintenance, systems integration, package implementation, global infrastructure services, analytics services, business process services, research and development and hardware and software design to leading enterprises worldwide.

Our IT Products segment provides a range of third-party IT products, which allows us to offer comprehensive IT system integration services. These products include computing, platforms and storage, networking solutions, enterprise information security and software products, including databases and operating systems. We provide IT products as a complement to our IT services offerings rather than sell standalone IT products, and our focus continues to be on consulting and digital engagements, with a more selective approach in bidding for SI engagements.

Our ISRE segment consists of IT Services offerings to organizations owned or controlled by the GoI and/or any Indian State Governments. Our ISRE strategy focuses on consulting and digital engagements, and we are selective in bidding for SI projects with long working capital cycles.

## **Our Business Strategy**

Our strategy is about driving a “Digital first” approach through four foundational pillars: Business Transformation, Modernization, Connected Intelligence and Trust. As part of this approach, we are prioritizing and investing significantly to drive growth in key strategic fields such as digital, cloud, cybersecurity and industrial and engineering services through our “Big Bet” program, under which we prioritize investments in certain high potential growth areas. For example, our “Big Bet” in each of digital and cloud is at the heart of our Business Transformation and Modernization pillars, while our “Big Bet” in industrial and engineering services is central to our Connected Intelligence pillar and our “Big Bet” in cybersecurity is central to our Trust pillar. Talent and Delivery Models, IPs and Platforms, and Open Innovation are the underlying strategies that support the four pillars.

### *Recent Developments*

We anticipate that our “Digital first” strategy will be particularly relevant as we believe the following consumer and industry trends, driven by the response to the COVID-19 pandemic, will reshape the way businesses and organizations operate. They are:

- Accelerate to Digital – The COVID-19 pandemic has precipitated the shift to online/Digital business models globally, across industries and markets, such as Digital only banks and platform-based business models across industries including banking and asset management. Ecosystem collaboration will become a key element of business strategy, and will be driven by the need to optimize for time, cost and de-risking imperatives.
- Ways of Working – We anticipate a long-term impact on established ways of operations, including a redefinition of the core compared to non-core workforce and use of community/gig models, in the following ways:
  - a. Work done ‘anywhere by anyone’. Virtual, remote, community-based and distributed work models such as work from home/remote working will become mainstream, enabled by remote working and collaborative technologies.
  - b. We believe that in response to the COVID-19 pandemic, mainstream adoption of the community work force and crowdsourced and community models (private, public and hybrid) will accelerate.
- Adaptable, Agile and Resilient Enterprise –Enterprises will need to evaluate their technology stack to allow them to operate with flexibility and agility, and work with partners who can respond and adjust quickly to changing circumstances.
- Automation and Autonomous – Social distancing will become a key design principle element from an operating model standpoint across businesses and will be a key factor that will accelerate adoption of automation, autonomous and low or no human touch or contactless ways of working.
- Safe Enterprise – Focusing on employee health and safety, enterprise health and risk management. Given large scale disruptions in supply chains globally, we anticipate that organizations will invest in decentralizing and nearshoring supply chains in the future and reduce dependency on a few countries.

Enterprises will increasingly require partners, such as Wipro, who are able to bring capabilities that span across consultancy, design, engineering, systems integration and operations to enable them to achieve the accelerated digital transformation. The transformation can only be effective if delivered in the context of the relevant industry or domain, hence it is critical to us that we provide strong domain expertise along with “Digital.”

Our vision is to earn our clients’ trust and maximize value of their businesses by helping them in their journey to ‘re-invent’ their business and operating models with our “Digital first” approach and best in class execution.

## **Business Transformation**

Business Transformation is the first of our four pillars. It is about redefining customer experiences and changing business and operating models through a Design and Consulting-led approach. We deliver value to our customers under this pillar through our capabilities in Consulting, Industry Domain and Strategic Design, scaled through acquisitions of companies such as Designit and Cooper. Examples include:

- Acceleration of e-commerce, implementing operating models to re-imagine supply chains to be resilient and low contact, automated front offices, automated manufacturing back office (supply chain solutions, HOLMES<sup>TM</sup>) and agile planning, among other things.

- Virtual and community work models leveraging our solutions, such as Talent as a Service (“**TaaS**”) through Topcoder; agile, hybrid cloud-based, modular scale-out VDI solutions; software-defined networking in a wide area network (“**SD-WAN**”).

Our acquisition of Rational Interaction, Inc., a full-service digital CX company, will help us scale our offerings for Chief Marketing Officers, by connecting Rational Interaction, Inc.’s ability to map and orchestrate the customer journey with our ability to design and build experiences at a global scale.

## **Modernization**

Modernization, the second of our four pillars, is about taking an integrated cloud-first and automation-first approach across applications, infrastructure and data to modernize the IT landscape, and leverages our cloud studios, Wipro HOLMES™, new ways of working, Application Programming Interface (“**API**”) and microservices.

We work with clients to help them drive resilience and adaptability through modernization and automation. Our strategy is to leverage our assets, like cloud studios across various geographies, which provide services such as cloud assessment, cloud migration (Lift and Shift), cloud native and DevOps, among others.

Wipro HOLMES™ helps enterprises hyper-automate processes and offload specific cognitive tasks to the AI platform to gain cost efficiencies, agility and enhanced user experience. Wipro HOLMES™ helps businesses adopt a hybrid mode of operation (i.e., pairing automation and human effort), which is achieved through a combination of virtual agents, predictive systems, cognitive process automation, visual computing applications, knowledge virtualization and AI reasoning.

We also offer automation advisory services to help clients in their journey of AI/automation through designing automation roadmaps and setting up Digital Centers of Excellence for automation initiatives. In addition to the Wipro HOLMES™ platform, we are building a collaboration ecosystem for automation, working with partners such as Robotics Process Automation providers (e.g., Automation Anywhere, Inc.), start-ups (e.g., Avaamo, Inc. and Arago, GmbH) and established partners (e.g., IBM, Amazon.com, Inc., Google LLC, Microsoft Corporation, SAP SE, Oracle Corporation and ServiceNow, Inc.).

For our API and microservices, we have significantly scaled our consulting talent pool and solutions, which includes our Digital Modernization platform.

## **Connected Intelligence**

Connected Intelligence, the third of our four pillars, focuses on driving outcomes through our market leading platforms such as Wipro HOLMES™, Data Discovery Platform, and use-case based AI solutions. Our “connected” capabilities and solutions leverage technologies such as 5G and IoT and are deployed across industries to deliver innovations in areas such as autonomous systems and Industry 4.0.

We continue to invest in scaling end-to-end capabilities across sensors, gateways, connectivity, platforms, analytics, machine learning (“**ML**”) and artificial intelligence to drive transformation in a hyper-connected world. We are scaling assets and capabilities in emerging areas such as IoT, 5G, and autonomous systems.

## **Trust**

Trust, the fourth pillar, addresses the changing security, privacy, ways of working (virtual, remote and distributed) and regulatory landscape, driven by ubiquitous technology. We use a consulting-led approach in areas such as cyber security, enterprise risk management, data privacy and control assurance. We have leveraged cognitive automation, e.g., automated incident detection and response, to drive security and are building assets such as our cyber defense assurance platform (“**CDAP**”) and working with security ecosystem partners and governing bodies, such as Cloud Security Alliance and Wipro Ventures Portfolio.

### *Key enablers underlying our strategy*

Our delivery model that enables a virtual, agile, distributed, intelligent and automated enterprise-based on the fundamental principles of distributed, no-shore, agile workforces and a cloud-first approach. Our delivery model enables flexibility anywhere by anyone and will leverage the community model through Topcoder. The model is predicated on seamless connectivity with seamless end-point security, access from anywhere and real-time collaboration in every workflow.

## Focus on Talent

Our Talent strategy is predicated on scaling global, diverse, local and distributed talent, including scaling  $\pi$ /X-shaped talent, product managers, scrum masters and full stack engineers with a product-centric mindset with creative talent to deliver innovation with impact.

## Products, Platforms and Solutions

Underlying our strategy is our focused execution approach and investment rigor. We have a robust product and platform portfolio of cross-industry and industry-specific platforms and products. For example, we have solutions and platforms which have increased relevance during the COVID-19 pandemic, such as Virtuadesk (virtual desktop), cloud studios that enable secure and effective cloud migration, our Topcoder platform enabling TaaS, Wipro HOLMES™ solutions for remote working and drug discovery, as well as our cyber defense platform. We are also scaling and building industry platforms and solutions that are delivered in an as-a-service construct. Examples of our domain and industry intellectual property (“IP”) are Netoxygen in our Banking, Financial Services and Insurance business unit and Medicare Advantage in our Health Business Unit.

## Open Innovation

Open Innovation is about engaging with the “external innovation” ecosystem to tap leading-edge innovation and disruptive technologies to bring the best solutions to our clients. It is about tapping the global innovation network through vehicles such as Wipro Ventures, Research Partnerships and Horizon Program, crowdsourcing models, such as Topcoder and M&A.

- Wipro Ventures: The strategic investment arm of Wipro, Wipro Ventures invests in early- to mid-stage enterprise software startups. Wipro Ventures was launched as a \$100 million Fund in early 2015. In February 2020, Wipro Ventures received an additional allocation of \$150 million for Wipro Ventures Fund II. As of March 31, 2020, Wipro Ventures has active investments in and partnered with 14 startups in the following areas – AI (Avaamo, Inc., Vicarious FPC, Inc.), Business Commerce (Tradeshift, Inc.), Cybersecurity (IntSights Cyber Intelligence Ltd., Vectra Networks, Inc. CyCognito, CloudKnox), Data Management (Incorta), Industrial IoT (Altizon Systems Private Ltd.), Fraud and Risk Mitigation, Testing Automation (Headspin, Inc., Tricentis GmbH, Sealights) and Cloud Infrastructure (CloudGenix, Moogsoft). In addition to direct investments in emerging startups, Wipro Ventures has invested in five enterprise-focused venture funds: B Capital, TLV Partners, Work-Bench Ventures, Glilot Capital Partners and Boldstart Ventures.
- Research Partnerships: Collaboration with academic institutions and associations in the United States, Europe, Israel and India in the fields of computer and electrical engineering to promote innovative technology research and capability.
- Horizon Program: The goal of the Horizon Program is to drive organic incubation in emerging areas covering products, platforms, solutions and capabilities. In order to achieve this objective, we are investing in key areas such as AI, robotics, software-defined everything, autonomous vehicle, connected cars, digital twins, cybersecurity, Industry 4.0 and industry solutions such as cargo management. During the year ended March 31, 2020, we funded 12 projects as part of this program.
- Crowdsourcing (Topcoder): A community and crowdsourcing platform with over one million developers, designers, data scientists and testers. Topcoder provides focused enterprise offerings around AI/ML and analytics, digital experience (“DX”), Quality as a Service (“QaaS”), workforce transformation, TaaS and hybrid (certified) communities. We are also using the Topcoder Hybrid Crowd Platform to scale and engage in-house talent pools in emerging technologies such as Full Stack, DevOps, AI/ML, Cloud, Analytics and other Digital skills with our internal TopGear hybrid community. It also acts as a structured learning path for accounts providing hands-on experience across more than 200 skills. We are creating a pool of Challenge Architects, Topcoder Co-pilots and Reviewers to expand the percentage of work delivered through crowdsourcing.
- Partner Ecosystem: We have a dedicated unit to drive and deepen our partner ecosystem and to drive creation of new markets and solutions, expand in key verticals and geographies, drive innovation in our offerings and drive go-to-market outcomes. We have subdivided the partner ecosystem into the following categories:
  - a. Strategic Partners: Multiple product lines with significant business volume and potential.
  - b. Growth Partners: Single practice alliances.

- c. Niche Partners: Niche products with differentiated solutions.
- M&A: Acquisitions are key enablers for us and drive our capability to build industry domain, focus on key strategic areas, strengthen our presence in emerging technology areas, including Digital, and increase market footprint in newer markets. We focus on opportunities where we can further develop our domain expertise, specific skill sets and our global delivery model to maximize service and product enhancements and create higher margins. We also evaluate business units to determine if divestitures would maximize our focus on key priorities.

## Operating Segment Overview

Our business comprises of the IT Services, IT Products and ISRE segments. The ISRE segment consists of IT services offerings to ISRE Customers. Our revenues for the last three fiscal years by business segment are as follows:

	Year ended March 31,		
	2018	2019 (₹ in millions)	2020
IT Services	517,716	568,253	594,041
IT Products	17,998	12,312	11,010
ISRE	10,694	8,544	8,400
Reconciling items	(49)	(49)	(50)
	546,359	589,060	613,401

Our revenues for the last three fiscal years by geographic areas are as follows:

	Year ended March 31,		
	2018	2019 (₹ in millions)	2020
India	43,099	30,999	30,158
Americas	283,515	325,432	352,319
Europe	138,597	147,074	144,876
Rest of the world	81,148	85,555	86,048
	546,359	589,060	613,401

Additionally, we provide our IT Services segment revenue and results by industry verticals. Our industry verticals are subject to change and may vary depending on industry trends. Please see Note 34 of the Notes to Consolidated Financial Statements for additional information regarding our segments and IT Services verticals.

## IT Services Offerings

We are a leading provider of IT services to enterprises across the globe. We provide a range of services, which include digital strategy advisory, customer-centric design, technology consulting, IT consulting, custom application design, development, re-engineering and maintenance, systems integration, package implementation, global infrastructure services, business process services, cloud, mobility and analytics services, research and development and hardware and software design. We offer these services globally leveraging our products, platforms and solutions through a team of over 175,000 employees using our global delivery model. Our key service offerings are outlined below:

- **Application Services**
    - **Digital:** Wipro Digital, the digital unit of Wipro, has worked to establish itself as the go-to partner for companies seeking to leverage modern technologies to attract, engage and retain customers. Enterprises have embraced digital transformation as core to their business, transforming their business models and technology platforms, while investing in innovations to fuel their future products, services and success.
- Wipro Digital was launched with an objective to help clients operate at the intersection of strategy, design and engineering. Clients continue to recognize our ability to help them transform from the inside out as well as from the outside in. This objective is more relevant today than ever, as enterprises seek to build agility into their business so they can find success amid fast-changing and uncertain times.



We are enabling our clients to expand their definition of agility from customer responsiveness to financial and talent agility. Our Design and Data-led Agile approach helps clients identify, prioritize and invest in promising programs by sensing and responding to market success. Our 'Agile Anywhere' delivery model supports the talent model that clients increasingly seek. This model enables us to deliver services from distributed locations with visibility and high productivity. This model integrates with Topcoder, the world's largest crowdsourcing community, to provide talent solutions at a global scale to our clients.

Our end-to-end offerings can be categorized into five themes: Product Strategy and Design, IT Operating Model Transformation, Digital CMO, Intelligent Processes, and High-Performance Software Engineering. These areas account for a large part of our clients' investment and attention, and we are able to deliver value in these areas cohesively from a single unit, Wipro Digital.

Cloud services are one of the biggest change catalysts and a common thread across digital initiatives for our clients. During the past year, we embraced this trend. Through Wipro Digital, we created a seamless transformation and digitization partner for clients by combining our existing capabilities in design, strategy, and engineering with Application Services expertise in cloud, modernization and application management services.

Intelligent processes for customers and employees, enabled by advanced artificial intelligence, are a second change catalyst. We have integrated the use of Wipro HOLMES™ for Business with our Intelligent Process Automation consulting and engineering practices to offer business function-specific solutions powered by advanced AI.

Wipro Digital is also well positioned to help customers navigate uncertainty and transform business environments. The importance of technology and digitization in enabling individuals and companies in their work has never been greater. Our capabilities and thought leadership are designed to help companies minimize business disruptions while considering their employees' well-being. Applicable across various industries, Wipro Digital is focused on four critical aspects of business continuity to help enterprises react, recover and retain their organizational agility. These four key areas are: managing the employee and workforce experience, leveraging digital technologies, optimizing and reimagining IT, and increasing organizational resilience.

- **Cloud Enterprise Platforms ("CEP"):** Digital transformation, at its core, involves application of digital technologies to reimagine businesses and their models by fundamentally changing how value is generated by the enterprise (Digital Ox), and how value is delivered to the consumer (Digital Cx). Enterprise applications provide a strong IT backbone to organizations. Many of these organizations are grappling with technical debt from legacy systems that are unable to scale and support the agility needed by modern businesses.

Wipro has a rich set of customers with whom we have been engaged for several years, gaining profound knowledge of their domains and processes. This presents a unique opportunity for CEP to drive the "digital flip" of their enterprise applications and enable the digital transformation of their businesses.

CEP is comprised of five units: SAP, Oracle, Salesforce/Appirio Cloud Services, Microsoft Dynamics and Process Transformation and Growth.

The SAP and Oracle units each offer end-to-end services for SAP and Oracle stack both on-premises and on cloud platforms, towards application modernization and digital transformation. In SAP services, we are increasing focus on SAP S/4HANA, SAP Leonardo, cloud applications and platform migration. For Oracle services, we are increasing focus on Oracle cloud and industry solutions.

In the Process Transformation and Growth Practices unit, the Process Transformation group provides advisory services to transform clients' business processes such as Record-to-Report, Order-to-Cash, Procure-to-Pay and Hire-to-Retire. The Growth Practices group helps customers adopt SaaS based solutions across growing cloud platforms such as Infor, ServiceNow, Zuora, Coupa, iCertis and Kinaxis, among others.

CEP focuses on driving application transformation with contextual solutions for our customers from front office to back office by combining consulting, design and development, continuous testing and integration, automation and operational excellence across all industries.

- **Cloud and Infrastructure Services ("CIS"):** CIS is an end-to-end cloud and IT infrastructure services provider that helps global clients accelerate their digital journey. Our offerings include public and hybrid cloud/modern datacenter solutions, software-defined, DevOps and micro-services, Digital workplace services, 'connected intelligence' services including Digital intent-aware network, IoT and 5G across advisory and consulting, transformation and system integration, business continuity services, testing and managed services. Through industry recognized IPs, assets and accelerators such as BoundaryLess Enterprise (BLE), Wipro Virtuadesk™

(VDI), CloudStudio, Wipro Smart i-Connect™ (IOT), WANFreedom (SD-WAN), Wipro HOLMES™ (intelligent automation), AppAnywhere and FluidIT, our investment in IP, a comprehensive partner ecosystem and our skills in emerging technologies like software-defined everything, opensource, DevOps and IoT ensure that we are a one-stop shop for all cloud and IT infrastructure needs.

- **Industrial and Engineering Services (“IES”):** IES is the driver of our engineering services portfolio and facilitates more than 375 clients across multiple industries and/or verticals by providing a platform to innovate and engineer the products, platforms and technologies at scale. This platform of services offerings, called “EngineeringNXT”, combines the maturity of engineering processes, the passion for latest technology and the access to a diverse ecosystem to deliver value to customers at various stages of the product or platform life cycle.

Over the years, IES has created value with our engineering services offerings for numerous multinational corporations by engineering innovative customer experiences, personalizing products and technologies for new markets, integrating next-generation technologies, facilitating faster time to market and ensuring global product compliance. Today, with more than 400 patents, IES continues to deliver these services by leveraging its innovative solutions, engineering processes and delivery excellence across the spectrum, covering connectivity (wireless technologies), Cloud and Data Platforms, Systems Design, very-large-scale integration (“VLSI”), next generation software development and testing, electronic data system (“EDS”), PLM, IoT and Industry 4.0.

- **Data, Analytics and AI:** As a preferred partner for our customers’ data and insights transformations, we help them in their journey to transform into intelligent enterprises by automating decision making, powered by insights and driven by rich datasets. Wipro leverages AI, ML, advanced analytics, big data and information management capabilities to deliver measurable business outcomes across customers’ journey from data to decisions, focusing on:
  - Insights transformation – Transforming legacy decision-making processes into modern, elastic and AI and ML driven, insights-centric capabilities that enable smarter processes. This ensures that our clients get pertinent insights in real-time to the right decision-makers to fuel innovation, productivity and investment, as their organizations become intelligent enterprises.
  - Data transformation – Helping clients adopt modern data platforms, processes and methods in on-premises, cloud and hybrid ecosystems to support analytics, AI and ML workloads through a set of themes that brings transformative change to the data landscape.
- **Cybersecurity and Risk Services (“CRS”):** CRS enables next generation global enterprises to enhance their business resilience through an intelligent and integrated risk approach that has modernizing security at its core. CRS enables the customers to define their cyber strategy and the cybersecurity needs, envisaging best practices across people, process and technology. Leveraging a large pool of experienced security professionals and a global delivery model that leverages our Cyber Defense Centers, we execute implementation projects and deliver managed and hosted services backed by our Cyber Defense Platform. Our unique top-down risk-based approach delivers innovative security platforms for better scalability, improved cost efficiency and greater agility.
- **Digital Operations and Platforms (“DO&P”):** Wipro is a leader in providing next generation technology-led business process services to global enterprises. Our mission is to drive superior customer experience and maximize returns by bringing down operating costs and improving efficiency, quality and productivity. In an era of heightened competition, we help drive faster benefit realization and competitive advantage. We manage operations across all industries. Our process excellence and domain expertise helps us reimagine, redesign, standardize and transform business processes to maximize returns. This, combined with our enterprise operations transformation, has successfully helped clients leverage and deliver benefits from robotics process automation (“RPA”), AI, analytics and other emerging technologies. Some of our leading offerings are:
  - **Digital Customer Experience:** Our analytics powered customer service platform that resolves low complexity interactions via AI chatbots. Complex calls are directed to our subject matter experts with high first call resolution. We also leverage AR and VR in customer care.
  - **Supply Chain Management:** RPA and AI automate our end-to-end order management platform for more than 15 million annual transactions we currently process.
  - **Finance and Accounting:** We manage end-to-end finance and accounting services for global clients, delivering benefits through smart operations.
  - **Marketing-as-a-Service:** We manage marketing operations to cover both above and below the line marketing operations across design, content management, social media marketing, analytics, and more.

- **Trust and Safety:** We help companies with online presences monitor, police and prevent fraudulent behavior.

#### *IT Services Clients*

We service clients from a broad array of industry sectors. Several of our clients engage our services across multiple service offerings. We seek to increase business with our existing clients by expanding the type and range of services we can provide to them. The table below sets forth the number of our client project engagements as measured by revenues.

Per client revenue (US\$)*	Number of clients in		
	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2020
1-3 million	238	232	233
3-5 million	89	77	81
5-50 million	229	221	220
50-100 million	31	31	25
> 100 million	8	10	15
Total > 1 million	595	571	574

\* Note: During the year ended March 31, 2019, we carved out ISRE as a separate segment from our global IT Services business. The Company is now organized into three operating segments: IT Services, IT Products and ISRE. Comparative information has been restated to give effect to these changes.

The largest client of our IT Services business accounted for 3.2%, 3.7% and 3.2% of revenues from the IT Services business as a whole for the years ended March 31, 2018, 2019 and 2020. The five largest clients of our IT Services business accounted for 11.4%, 12.7% and 12.8% of our total IT Services revenues for the years ended March 31, 2018, 2019 and 2020, respectively.

#### *IT Services Sales and Marketing:*

We sell and market our IT services through our direct sales force. Our customer facing functions are predominantly locally staffed in markets such as the U.S., Latin America, continental Europe, U.K., India, the Middle East and Africa. Our sales efforts are complemented by our marketing team, which assists in brand building and other corporate and field-level marketing efforts.

**Sales:** We believe that the customer always comes first. We believe we can achieve higher levels of client sales and client satisfaction by structuring ourselves based on the following key elements:

- **Client Relationship:** We have designated global client partners that have primary responsibility for the client relationship, providing single-person accountability and single-person sales responsibility.
- **Industry Focus:** Our sales teams are dedicated to a specific industry segment and often have significant experience and training in their domain and industry.
- **Proactive Solutions:** We have a consulting-led approach to sales where our sales teams provide proactive solutions to clients and prospective clients rather than only respond to requests for proposals.
- **Geographic Focus:** Our sales teams are dedicated to a specific country or region to increase our knowledge of the local business culture, anticipate prospective and existing client needs and increase our market penetration.

In a program we call “OneVoice,” we are enabling our sales teams to sell our Digital services to ensure that we are digital partners for our key customers. We seek to position ourselves as a strategic solutions provider that has the resources and capabilities to provide a comprehensive range of IT services.

**Marketing:** In May 2017, in keeping up with contemporary changes in industry, we unveiled our new brand identity. The new brand focuses on how Wipro is transforming its capabilities, offerings, and ways of working to cater to the transforming IT services business.

Our marketing organization complements our sales teams by:

- Building on our brand as a global leader in consulting and IT services;

- Positioning our brand with clients as a thought leader and a solution provider that utilizes innovative techniques to solve difficult as well as day-to-day problems; and
- Participating in industry events which drive sales by showcasing our services, products and strategic alliances.

#### *IT Services Competition*

The market for IT services is competitive and rapidly changing. Our competitors in this market include global consulting firms and IT services companies as well as local and niche services providers.

The following factors differentiate us from our competition:

1. The comprehensive and integrated suite of IT solutions, including digital strategy advisory, customer-centric design, technology consulting, IT consulting, custom application design, development, re-engineering and maintenance, systems integration, package implementation, global infrastructure services, cloud, mobility and analytics services, business process services, research and development and hardware and software design.
2. Crowdsourcing (Topcoder): A community and crowdsourcing platform with of over one million developers, designers, data scientists and testers. Topcoder provides focused enterprise offerings around AI/ML and analytics, DX, QaaS, workforce transformation, TaaS and hybrid (certified) communities.
3. Wipro Digital's integrated propositions in customer mapping and interaction, seamless integration and data science and insight differentiate its approach with customer journey engineering.
4. Our organizational culture of innovation and our early start in deploying cutting edge platforms and technologies that drive hyper-automation and achieve industrialization of service delivery, such as Wipro HOLMES™.
5. Our investments in developing IP across products, platforms, frameworks, solutions, components, accelerators, tools and apps that enable us to provide standardized solutions to our customers and obtain enormous time-to-market advantage.
6. Our decades of experience in serving in the IT business, proven track record of delivery excellence and satisfied customers who recommend our services to other corporations.
7. Our ability to provide an entire range of research and development services from concept to product realization.
8. Our global delivery model, that leverages our global, regional and local near-shore development centers and collaborative technologies to help us better serve our clients in this modern technology era.
9. Our ability to access, attract and retain highly skilled personnel across key markets.
10. Our emphasis on engaging the culture of our new age acquisitions and integrating these technologies with our executional experience and service offerings to maximize synergies for our clients.
11. Our ability to offer opportunities to work with cutting edge technologies and focus on training is a critical differentiator to the quality of our manpower.
12. The Wipro brand that is recognized globally for its comprehensive portfolio of services, a practitioner's approach to delivering innovation and an organization-wide commitment to sustainability.
13. Our commitment to the highest levels of corporate governance.

#### *IT Services Industry Verticals*

For the year ended March 31, 2020, our IT Services business is organized into the following seven industry verticals:

1. Banking, Financial Services and Insurance
2. Health Business Unit
3. Consumer Business Unit
4. Energy, Natural Resources and Utilities
5. Manufacturing
6. Technology
7. Communications

Our IT Services business is organized into seven industry verticals:

- **Banking, Financial Services and Insurance (“BFSI”)**: The BFSI business unit serves over 100 clients globally across Retail Banking, Investment Banking, Capital Markets, Wealth Management and Insurance. We have been instrumental in delivering success to our clients by aligning with their business priorities; we have done this by leveraging state-of-the-art technology and process transformation solutions, digital capabilities, service design innovation, domain expertise, IP and integrated offerings, end-to-end consulting services, adoption of “new ways of working”, and an ongoing focus on delivery excellence. We also harness the power of cognitive computing, hyper-automation, robotics, cloud, analytics, and emerging technologies, to help our clients adapt to the digital world.
- **Health Business Unit (“Health BU”)**: Health BU is focused on creating superior experiences, efficiency and outcomes across the healthcare continuum. Wipro’s innovation ecosystem integrates the best in technology, strategy, and design and is the perfect partner to enterprises working to deliver better patient outcomes. Shifting the focus from process-first to people-first, we are working to reshape healthcare and life sciences around human-shaped experiences.
- **Consumer Business Unit (“CBU”)**: CBU offers a full array of innovative solutions and services to cater to the entire value chain where the consumer is at the core, through a blend of domain knowledge, technology expertise and delivery excellence. We offer an integrated environment that allows organizations to model, optimize, forecast, budget, execute, manage and measure product, and customer performance across the globe. Our domain specialists work with customers to provide strong consumer-centric insights and project execution skills that maximize value for our customers’ technology investments across retail and distribution, consumer packaged goods, transportation, travel and hospitality, media and education, the new age segment and the public sector.
- **Energy, Natural Resources and Utilities (“ENU”)**: Our in-depth understanding of the energy sector has equipped us to help oil and gas, utilities and mining customers to transform their assets, consumers, workforce and businesses by adopting digital technologies. We actively partner with customers to help them navigate the transition to digital. Building on this experience and capability, we have expanded our customer base to smart infrastructure industries, such as airports, engineering, facilities, real estate management and construction. Analysts have recognized the ENU business unit as an industry leader and major player for delivering great customer and digital experiences in critical industry domain areas.
- **Manufacturing (“MFG”)**: Wipro’s MFG business unit caters to manufacturing companies across the industry segments of aerospace and defense, automotive, industrial and process manufacturing. By coupling our digital and extensive domain expertise, we help our customers transform their business processes across product design, supply chain, and aftermarket services to achieve their digital transformation objectives. We have leveraged our network of partners and academia, to develop IP, platforms and industry-focused solutions. Our after-market solutions and services are helping manufacturing customers capture additional market share by adopting new business models. Our ongoing investments in emerging technologies like autonomous systems and robotics, Industry 4.0, aftermarket, industrial IoT, augmented reality and virtual reality are helping customers create new business solutions and create new revenue models.
- **Technology (“TECH”)**: Companies across the high-tech value chain; from the silicon providers to software companies, are serviced by Wipro’s TECH business unit. Our extensive customer portfolio includes marquee companies in semiconductors, compute and storage, networking and edge, peripherals, consumer electronics, software products and gaming. We help our customers transition to new business models by helping them build digital products and solutions, digitize their operations, enable their digital marketing and servitization strategies, and transform their business model to an “As a Service” model. With extensive focus on 5G, IOT, Analytics, AI, Edge and cloud native based solutions we bring together an ecosystem of expertise to build IP, platforms and domain/industry-focused solutions that help our customers reach their business goals. Our deep domain knowledge, wide range of service offerings, investments and capabilities in cybersecurity, cloud, open source and next generation engineering services and solutions has positioned us as a top integrated hardware and software research and engineering service provider.
- **Communications (“COMM”)**: Wipro has been enabling the digital transformation journey of Communications Service Providers (“CSPs”) across the globe as they transform to become Digital Service Providers. Our digital business solutions are tailored for CSPs customer context, with capabilities in technologies such as 5G, cloud, software-defined networking and network functions virtualization, AI, IoT, blockchain, cybersecurity and a digital workplace in order to focus on new ways of working. We enable the convergence of network, IT and business processes across the entire customer lifecycle. Our investments in new-age start-ups through Wipro Ventures, along with a comprehensive partner ecosystem are enabling CSPs globally to create services that enable new revenue opportunities, build business agility and reduce their time to market in Business-to-Consumer and Business-to-Business environments. Our focus on continuous improvement, alignment to industry standards, investments in the technology solutions of tomorrow, especially as we gear up for the 5G revolution, deliver proven business value to global CSP customers.

## **IT Products**

We provide IT products as a complement to our IT services offerings rather than sell standalone IT products.

### *IT Products Customers*

We provide our offerings to enterprises in all major industries, primarily in the India market, including government, defense, IT and IT-enabled services, telecommunications, manufacturing, utilities, education and financial services sectors. We have a diverse range of customers. For the year ended March 31, 2020, we had one customer that accounted for 21.9% of our overall IT Products segment revenue.

### *IT Products Sales and Marketing*

We are valued-added resellers of third-party enterprise products through our direct sales force. Our sales teams are organized by industry vertical. Our global client partners receive support from our corporate marketing team to assist in brand building and other corporate level marketing efforts for various market segments.

### *IT Products Competition*

Our competitors in the IT Products market include global system integrators as well as local and niche services providers operating in specific geographies like India. One of the major challenges we encounter is margin pressure due to competitive pricing. Achieving mindshare and market share in a crowded market place requires differentiated strategies on pricing, branding, delivery and products design. In the system integration market, we believe we are favorably positioned based on our brand, quality leadership, expertise in target markets and our ability to create customer loyalty by delivering value to our customers. The following factors differentiate us from our competition:

1. Our decades of experience in serving in the IT business, proven track record of delivery excellence and satisfied customers who recommend our services to other corporations.
2. Our deep understanding of the market especially in the India
3. Our trusted ability to provide impartial advice on selection of products.
4. The Wipro brand that is recognized for serving the Indian market of over seventy years.
5. Our commitment to environmental sustainability as well as deep engagement with communities.

## **ISRE**

The ISRE segment consists of IT Services offerings to departments or ministries of the GoI and/or the Indian State Governments, as well as to corporate entities where more than 51% of the paid-up capital is held by the GoI or any Indian State Government, either individually or jointly (i.e., a “Public Sector Undertaking”). In certain cases, corporate entities which are held by the Central / State Government (more than 51%), in turn hold more than 51% stake of paid-up capital in other entities (i.e., a controlling stake), such other entities are also classified as an ISRE.

We have pivoted our ISRE strategy to focus more on consulting and digital engagements and to be selective in bidding for SI projects with long working capital cycles.

We will be leveraging our strong practices in areas such as taxation and e-governance, oil and gas and utilities, along with our strong partner system, to work with Indian government entities, Public Sector Undertakings and other large companies classified as ISREs. For BFSI projects in our ISRE segment, we aim to replicate our successes in areas such as core banking transformation, and consulting.

### *ISRE Customers*

We have customers across the GoI, Indian State Governments and in industry segments such as BFSI and ENU in the form of corporate entities where more than 51% of the paid-up capital is held by the Central and/or State governments of India. We work with multiple ISRE customers and our top two ISRE customers contributed approximately 27% of our ISRE revenues for the year ended March 31, 2020. Our largest ISRE customer and second largest ISRE customer accounted for 15.9% and 11.1%, respectively, of our overall ISRE segment revenue for the year ended March 31, 2020.

### *ISRE Sales and Marketing*

Our ISRE business unit will focus on the unique customer requirements and will create a “Go To Market” (“GTM”) approach that will address the needs of the present as well as future.

### *ISRE Competition*

In the ISRE sector, our competition comes from both local and global IT services companies, including large global consulting firms. For the GoI segment, several small companies have entered the market as disruptors, with most of these small companies focused on penetration strategy.

The following factors differentiate us from our competition:

1. Our deep technology knowledge and domain expertise specifically in BFSI and ENU.
2. Our strong partnership with key alliance partners including hardware and software partners.
3. Significant experience in successfully delivering key marquee programs and strong referenceability across the ISRE sector.

### **Intellectual Property**

We believe that IP is increasingly a strong driver of business competitiveness and profits, especially in a knowledge intensive economy. Our IP portfolio is key to our strategy to drive non-linearity, and we believe that our IP will differentiate our products and services, introduce new benefits, reduce costs and improve products and services quality. We rely on a combination of patent, copyright, trademark and design laws, trade secrets, confidentiality procedures and contractual provisions to protect our IP.

We have invested in developing IP across products, platforms, frameworks, solutions, components, accelerators, tools and apps. This IP development enables us to provide standardized solutions to our customers and obtain significant time-to-market advantage over the general preference for customized solutions which entail higher cost and longer timelines. Using our IP, we are able to offer innovative commercial models in delivering services.

As of March 31, 2020, we have 741 registered patents in various countries. We have filed 255 patents during the year ended March 31, 2020 and currently have approximately 1,560 patent applications pending registration in various jurisdictions across the world.

As of March 31, 2020, we held 365 registered trademarks including registered community trademarks in India, Japan, the United States, Malaysia and over 70 other countries. Over 60 trademark applications are pending for registration in various jurisdictions across the world.

We require employees, independent contractors and, whenever possible, vendors to enter into confidentiality agreements upon the commencement of their relationships with us. These confidentiality agreements generally provide that any confidential or proprietary information being developed by us or on our behalf be kept confidential. These agreements also provide that any confidential or proprietary information disclosed to third parties in the course of our business be kept confidential by such third parties. However, our clients usually own the IP in the software we develop for them.

India is compliant with all World Trade Organization requirements with respect to IP protection which means that India meets the international mandatory and statutory requirements regarding the protection of IP rights. Our competitors may independently develop similar technology or duplicate our products and/or services. Unauthorized parties may infringe upon or misappropriate our products, services or proprietary information. We are entitled to use all provisions of law to prevent infringement and to seek suitable compensation for any such infringement.

While we invest resources in developing, maintaining and protecting our IP, we deeply respect the IP held by our customers, vendors and other business partners.

### **Effect of Government Regulation on our Business**

Regulation of our business by governments across the world affects our business in several ways. Our registered office is in India and we are subject to the regulations notified by the GoI. We benefit from certain tax incentives promulgated by the GoI, including the export of IT services from SEZs. As a result of this incentive, our operations have been subject to relatively lower Indian tax liabilities.

Indian laws also place additional requirements on our business, including that we are generally required to obtain approval under various legislations from the RBI, Securities and Exchange Board of India and/or the Ministry of Finance of the GoI to acquire companies organized outside India, and we are generally required, subject to some exceptions, to obtain approval from relevant authorities in India in order to raise capital outside India or conduct other activities. We may also be required to obtain the approval of the Indian stock exchanges and/or the Securities and Exchange Board of India to take certain actions, such as the acquisition of, or merger with, another company. The conversion of our equity shares into ADSs is governed by guidelines issued by the RBI.

We are also subject to several legislative provisions relating to environmental protection, pollution control, essential commodities and operation of manufacturing facilities.

Please see the section titled “Risk Factors” in Item 3, Key Information, as well as the section titled “Additional Information” in Item 10, for more information on the effects of governmental regulation on our business.

### **Organizational Structure**

Refer to Note 32 of the Notes to Consolidated Financial Statements for information on organizational structure of the Company.

### **Property, Plant and Equipment**

Our registered office is located at Doddakannelli, Sarjapur Road, Bengaluru, India. The offices are approximately 0.30 million square feet. We have approximately 1.34 million square feet of land adjoining our corporate offices for future expansion plans. In addition, we have approximately 23.80 million square feet of land for future expansion plans. We have 17.94 million square feet of owned software development facilities in India and over 6.16 million square feet of leased software development premises in India.

We have approximately 2.80 million square feet of leased offices, software development and data center facilities in countries outside India, which includes approximately 1.24 million square feet at various locations in the Americas. We have approximately 0.13 million square feet of owned offices, software development and data center facilities in countries outside India.

We incurred total cash outflow of ₹21,870 million, ₹22,781 million and ₹23,497 million on capital expenditure during the fiscal years ended March 31, 2018, 2019 and 2020, respectively. These capital expenditures were primarily incurred on new software development facilities in India and investments in IT assets.

We have 72 sales/marketing offices, data centers, development and training centers in the Americas. In addition, we have 163 similar facilities located in the following regions: Europe, Middle East, Africa and Asia-Pacific region (other than India).

We have two manufacturing sites, which are approximately 0.3 million square feet and approximately 0.1 million square feet of land, respectively. We own one of these facilities, located in Pondicherry, India. We have taken the other facility located in Kotdwar, India on a long-term lease.

Our software development facilities are equipped with a world class technology infrastructure that includes networked workstations, servers, data communication links, captive power generators and other plants and machinery. We believe that our facilities are optimally utilized and that appropriate expansion plans are being developed and undertaken to meet our future growth.

### **Material Plans to Construct, Expand and Improve Facilities**

As of March 31, 2020, we had contractual commitments of ₹14,001 million primarily related to capital expenditures on construction or expansion of software development facilities. These expenditures are expected to be funded largely through cash generated from operations, existing investible surplus in the form of cash and cash equivalents, short-term investments and other external financing sources.

### **Legal Proceedings**

In the ordinary course of business, we may from time to time become involved in certain legal proceedings. As of the date of this Annual Report on Form 20-F, we are not party to any pending legal proceedings whose resolution could have a material impact on our financial position. We also receive tax assessment orders in ordinary course of business from various tax authorities. Please see the description of our tax proceedings before various tax authorities under the section titled “Income Taxes” under Item 5 of this Annual Report.



#### **Item 4A. Unresolved Staff Comments**

None.

#### **Item 5. Operating and Financial Review and Prospects**

##### **Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and the notes thereto included in Item 8 of this Annual Report on Form 20-F. This section and other parts of this Annual Report on Form 20-F contain forward-looking statements that involve risks and uncertainties. Forward-looking statements can also be identified by words such as “ambition,” “anticipates,” “expects,” “believes,” “plans,” “predicts,” and similar terms. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to those discussed in the subsection entitled “Risk Factors” above.

##### **Overview**

Wipro Limited is a leading global IT, consulting and business process services company. We harness the power of cognitive computing, hyper-automation, robotics, cloud, analytics and emerging technologies to help our clients adapt to the digital world and make them successful.

A company recognized globally for its comprehensive portfolio of services, strong commitment to sustainability and good corporate citizenship, we have over 175,000 dedicated employees serving clients across six continents. Together, we discover ideas and connect the dots to build a better and a bold new future.

##### **Trend Information**

Due to the uncertainty around the course of the COVID-19 pandemic, we are currently unable to predict the extent to which the pandemic will disrupt our business and operations. In March 2020, as the COVID-19 pandemic rapidly spread, governments across the world announced public health measures, including complete or partial lockdowns restricting movement of people, goods and services. Economic activity was severely impacted, including disrupting the businesses of our customers.

As a response to COVID-19, we activated our COVID-19 Global Crisis Management task force in early March 2020. The task force is chaired by our Chief Operating Officer and consists of several cross-functional teams, including business continuity, Chief Information Officer (“CIO”) and cybersecurity. Most of our employees were quickly asked to work from home. In order to better support employees working from home, we have enhanced our cybersecurity measures by installing secure agents in our systems. While various cybersecurity control mechanisms are deployed and periodically reinforced, security control mechanisms may not always be successful, considering the complexity of the environments, inter-dependencies, sophisticated attack methodologies, highly dynamic heterogeneous systems, global digital presence hosted both in cloud and on premises with work from home arrangements. In parallel to our employees working from home, we reached out to our customers, briefed them of the measures we were adopting and sought their approval. Through these efforts, we have been able to continue to support the majority of our customers.

Our teams have settled into the new ways of working and our managers are tracking employee welfare, productivity and customer service delivery progress through the use of various tools, and we are collaborating with our customers on delivering on our commitments. However, the markets we serve continue to undergo massive disruptions due to the COVID-19 pandemic. Unlike past financial crises, triggered by weaknesses in capital markets, COVID-19 is a public health crisis that has necessitated restrictions on social interactions across the globe, leading to significant economic uncertainty across all industries. The IMF predicts that the global economy will shrink by 3% in the year 2020. Ultimately, the economic fallout of and the subsequent recovery from COVID-19 will depend on multiple factors, such as recovery driven by containment efforts, supply chain disruptions, impact of lockdowns, repercussions of the dramatic tightening in global financial markets, shifts in consumer behaviour and spending patterns and volatile commodity prices, including oil prices.

The continued spread of COVID-19, and any related adverse public health developments, could adversely affect workforces, customers, economies and financial markets globally, potentially leading to further economic downturn. This could decrease technology spending, adversely affect demand for our products, increase pricing pressure including customer requests for price discounts and supply-side constraints, impact cash conversion cycles and otherwise harm our business and results of operations. The conditions caused by the COVID-19 can also affect the rate of customer spending, including through cancellations or ramp-downs of existing projects, increased requests for furloughs, customers' decreased ability or willingness to purchase our offerings, delays to prospective customers' purchasing decisions, adverse impacts on our ability to provide on-site services to our customers or delays to the provisioning of our offerings, including due to various travel restrictions, all of which could adversely affect our business and overall financial performance.

There is uncertainty caused by COVID-19 across sectors and in all geographies that we operate in. Economic activity has slowed and nearly all of our industry verticals are likely to be impacted in the short term, and recovery may be staggered across sectors depending on the course of the pandemic. This is likely to have a significant impact on our customers' earnings and their IT spending with us. The potential impact to our results going forward will depend to a large extent on future developments regarding COVID-19 that cannot be accurately predicted at this time, including the duration and severity of the pandemic, the extent and effectiveness of containment actions and the impact of these and other factors on our employees, customers, partners and vendors.

*IT Services:* Global IT service providers offer a range of end-to-end software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and related support functions. According to the NASSCOM Report, IT export revenues from India grew by 8.1% to an estimated \$147 billion in fiscal year 2020. India's IT industry grew by 7.7% to reach \$191 billion during the year ended March 31, 2020. According to the NASSCOM Report, "Digital" continues to drive growth (more than 50% of growth in fiscal year 2020) and now contributes \$51 billion to the overall IT industry in India. Technologies such as industrial automation, robotics, cloud, IoT, AR/VR and blockchain continue to fuel growth.

Growth in core traditional services revenues are expected to be moderate, whereas digital technology is continuing to gain prominence due to increased technology adoption by governments and businesses upgrading platforms, products and solutions to enhance the consumer experience. The markets we serve continue to undergo rapid changes due to the pace of development in technology, innovation in business models and changes in clients' sourcing strategies. Digital business has changed the nature of demand for IT services. Big data and analytics, cloud computing, cybersecurity and advanced technologies such as AI, ML, IoT, robotics, and 3D printing are profoundly impacting enterprise, government and end consumer segments by enabling new business opportunities across sectors. Two-thirds of enterprises are building cloud native applications to support cloud-based AI-workloads and AI-powered business models.

We have invested in developing intellectual property ("IP") across products, platforms, frameworks, solutions, components, accelerators, tools and applications. Our IP has enabled us to provide standardized solutions to our customers and obtain significant time-to-market advantages over the previous customized solutions which incurred higher costs and required a longer time to develop. An example of our IP is Wipro HOLMES™, an artificial intelligence platform. Further, we have invested in acquiring new technology and skills. In the last three fiscal years, we have completed several mergers and acquisitions, including the acquisitions of:

- International TechneGroup Incorporated, a global digital engineering and manufacturing solutions company and a world leader in CAD and PLM interoperability software services;
- Rational Interaction, Inc., a full-service digital CX solutions firm that brings the strategic capabilities of a consultancy together with the creative and digital prowess of an agency;
- Cooper Software Inc., an award-winning design and business strategy consultancy, which expands our digital reach in North America and adding capabilities in professional design education; and
- InfoSERVER S.A., an IT services provider providing custom application development and software deployment services in the Brazilian market.

Gross profit as a percentage of revenue in our IT Services segment for the year ended March 31, 2020 is 30.1%. We anticipate challenges in significantly improving our gross profits largely due to the following reasons:

- Limited ability of the market to accept increase in prices;
- Customer demand for price discounts and productivity improvement;
- Loss of revenue due to vendor consolidation at customer end;
- Lower utilization rates for our resources arising from reduction in demand for our services from customer or contract terminations;
- Regular increases in salaries, a cost which accounts for a major part of our expense line;
- The impact of exchange rate fluctuations on our Indian Rupee realizations;

- Higher investment in research and development and other emerging technology areas;
- Investment in acquisitions with potentially lower contribution to margins; and
- In the short term, there may be a decrease in gross margins due to any decrease in technology spending, lower demand for IT products, lower rate of customer spending, delay in customers' purchasing decisions resulting from the ongoing COVID-19 pandemic.

In response to COVID-19, we are focusing on various cost optimization initiatives, including:

- Re-skilling and re-deployment of our workforce from our existing pool of talent, and new hiring will be done only for business-critical reasons;
- Optimization of costs relating to travel, facilities and other discretionary spends like marketing events;
- Deferment of annual increases in salary and progression cycles; and
- Optimization of our variable workforce (i.e., sub-contractors), including replacing them with our existing internal pool of talent.

In response to the increased competition in the market place for IT services and pressure on gross margins, we are focusing on:

- Differentiating our offerings by providing premium services across the Digital value-chain, including consulting and advisory, strategy, design, cloud and connected offerings;
- Investing in non-linearity through our IP portfolio that de-link the linear relationship between revenue and efforts expended;
- Investing in customer experience to establish deeper client relationships and provide a wider range of services;
- Aligning our resources to expected demand and pivoting ourselves to meet new opportunities;
- Leveraging Wipro HOLMES™ to increase use of automation within our client organizations to gain cost efficiencies, agility and enhanced user experiences;
- Using next-generation technology-led business process services to drive superior customer experience and maximize returns and bring down operating costs
- Driving revenue and cost synergies of acquired businesses; and
- Emphasizing a talent and delivery model to increase the utilization of our IT professionals.

*IT Products:* The key components of the hardware industry are servers, desktops, notebooks and tablet computers, storage devices, peripherals, printers and networking equipment. According to the NASSCOM Report, - the domestic market in India for hardware was estimated to be \$16 billion in fiscal year 2020. The emergence of cloud computing technologies is negatively affecting the demand for IT products such as servers. In our IT Products segment, we continue to experience pricing pressures due to increased competition among IT companies. Our IT Products segment is subject to seasonal fluctuations. Our IT Products revenue is driven by the capital expenditure budgets and spending patterns of our clients, who often delay or accelerate purchases in reaction to tax depreciation benefits on capital equipment and macroeconomic factors. We provide IT products as a complement to our IT services offerings rather than sell standalone IT products, and our focus continues to be on consulting and digital engagements, with a more selective approach in bidding for SI engagements. Accordingly, our revenue, operating income and profit for our IT Products segment have varied significantly in the past and we expect that they are likely to vary in the future.

*ISRE:* In the government sector, spending on IT and IT services is expected to grow much faster in the coming years given the focus on “Digital India” initiative by the GoI. Digital India is a flagship program of the GoI with a vision to transform India into a digitally empowered society and knowledge economy. Some of the key initiatives by GoI include Smart City Projects, Aadhar, GSTN, internet infrastructure (Wifi-hotspots), and financial inclusion initiatives such as mobile-banking, e-wallets, digital payments and lending and eKYC, among others. The GoI is also driving large scale transformation by adopting cloud technologies and a mobile-first approach. Our ISRE segment consists of IT services offerings to entities and/or departments owned or controlled by ISRE Customers. During the year ended March 31, 2019, we carved out ISRE as a separate segment from our global IT Services business. We made this decision because we changed our strategy for providing services to ISRE Customers. Comparative historical information included in this Annual Report has been restated to give effect to this change in our operating segments.

In response to COVID-19, the GoI is now prioritizing investments to fight disease prevention, for outbreak management and to create an infrastructure for early detection, tracking and effective response management. Emerging technologies such as geographic information systems, big data analytics, artificial intelligence, machine learning, blockchain, facial recognition, image analytics, drone-based surveillance and IoT enablement will be used to achieve zero touch operations and enhanced service delivery. Most of the GoI processes and working environments, which otherwise would have taken longer to adopt, will now undergo rapid digital transformation. We, therefore, see opportunities around digitization, business process management, ERP, cloud adoption, among other things. However, we also anticipate delays in the GoI decision making processes, particularly for long-term transformation initiatives.

#### Shareholder Returns

We have always strived to enhance shareholder value for our investors. The Company's policy has been to provide regular, stable and consistent distribution of return. There is no change in our philosophy on shareholder return.

**Cash Dividends:** During the year ended March 31, 2019 we declared a dividend of ₹1 per equity share. The cash dividend paid per equity share during the year ended March 31, 2020 was interim dividend of ₹1. The Board recommended the adoption of the interim dividend of ₹1 per equity share as the final dividend for the year ended March 31, 2020.

**Buyback of equity shares:** During the year ended March 31, 2020, we concluded the buyback of 323,076,923 equity shares at a price of ₹325 (\$4.31) per equity share, as approved by the Board of Directors on April 16, 2019 and by shareholders resolution dated June 1, 2019 passed through postal ballot and electronic voting. This has resulted in a total cash outflow of ₹105,000 million (\$1,393 million). As a result of the buyback, our share capital has been reduced by ₹646 million (\$8.57 million).

**Issue of Bonus Equity Shares:** During the fiscal year ended March 31, 2019, we issued a stock dividend, which is commonly known as an issuance of bonus shares in India, in the proportion of one equity share for every three equity shares held (including ADS holders) as of March 7, 2019, the record date fixed for this purpose. This issue of stock dividend was approved by the shareholders of the Company vide a resolution dated February 22, 2019 which was passed through postal ballot and electronic voting. The Company allotted 1,508,469,180 shares for the bonus issuance.

#### Results of Operations

The below discussion of our results of operations omits a comparison of our results for the years ended March 31, 2018 and March 31, 2019. Such omitted discussions can be found in Item 5 of our annual report on Form 20-F for the year ended March 31, 2019, filed with the SEC on June 11, 2019.

Our revenues and profits for the years ended March 31, 2019 and 2020 are provided below:

	Wipro Limited and subsidiaries		
	Year ended March 31,		Year on Year change
	2019	2020	2020-19
	(₹ in millions except earnings per share data)		
Revenue <sup>(1)</sup>	589,060	613,401	4.13%
Cost of revenue	(413,033)	(436,085)	5.58%
Gross Profit	176,027	177,316	0.73%
Selling and Marketing expenses	(44,510)	(42,907)	(3.60)%
General and administrative expenses	(35,951)	(29,823)	(17.05)%
Other operating income <sup>(2)</sup>	4,344	1,144	(73.66)%
Operating income	99,910	105,730	5.83%
Profit attributable to equity holders	90,031	97,218	7.98%
As a percentage of revenue:			
Selling and marketing expenses	7.56%	6.99%	(57)bps
General and administrative expenses	6.10%	4.86%	(124)bps
Gross margin <sup>(3)</sup>	29.66%	28.85%	(81)bps
Operating margin <sup>(3)</sup>	16.84%	17.20%	36bps
Earnings per share			
Basic	14.99	16.67	
Diluted	14.95	16.62	

- (1) For segment reporting, we have included the impact of exchange rate fluctuations in revenue. Excluding the impact of exchange rate fluctuations, revenue, as reported in our statements of income, is ₹585,845 million and ₹610,232 million for the years ended March 31, 2019 and 2020, respectively. Further, finance income on deferred consideration earned under multi-year payment terms in certain total outsourcing contracts is included in the revenue of the respective segment and is eliminated under reconciling items. Please see Note 34 of the Notes to the Consolidated Financial Statements for additional details.

(2) Other operating income represents:

- (i) For the year ended March 31, 2019, net gain on sale of (a) hosted data center services business, and (b) the Workday business and Cornerstone OnDemand business.
- (ii) For the year ended March 31, 2020, (a) change in fair value of the callable units upon partial achievement of business targets pertaining to sale of data center business, and (b) gain on sale of assets pertaining to Workday business and Cornerstone OnDemand business in Portugal, France and Sweden.

Please see Note 26 of the Notes to the Consolidated Financial Statements for additional details.

(3) Gross margin and operating margin as a percentage of revenue have been calculated by including Other operating income with Revenue.

During the year ended March 31, 2019, we carved out ISRE as a separate, standalone segment from our IT Services business. The Company is now organized into three operating segments: IT Services, IT Products and ISRE. Comparative historical information included in this Annual Report has been restated to give effect to these changes.

Our revenue and segment results are as follows:

	<b>Year ended March 31,</b>		<b>Year on Year change</b>
	<b>2019</b>	<b>2020</b>	<b>2020-19</b>
	<b>(₹ in millions)</b>		
<b>Revenue:</b>			
IT Services	568,253	594,041	4.54%
IT Products	12,312	11,010	(10.58)%
ISRE	8,544	8,400	(1.69)%
Reconciling items	(49)	(50)	(2.04)%
	<b>589,060</b>	<b>613,401</b>	<b>4.13%</b>
<b>Segments results:</b>			
IT Services	102,503	107,685	5.06%
IT Products	(1,047)	(282)	73.07%
ISRE	(1,829)	(1,822)	0.38%
Reconciling items	283	149	(47.35)%
	<b>99,910</b>	<b>105,730</b>	<b>5.83%</b>

## Analysis of Results

On April 1, 2019, the Company adopted IFRS 16, Leases, applied to all lease contracts outstanding as of April 1, 2019 using the modified retrospective method by recording the cumulative effect of initial application as an adjustment to retained earnings at the date of initial application. Under this method, the Company has not restated comparative numbers. On adoption of IFRS 16, expenses relating to operating leases (primarily relating to rent on leased premises), which were earlier recorded under “Facilities expenses” have now been recorded under “Depreciation, amortization and impairment”. Further, payment of operating leases which were earlier recorded as operating cash outflow is now recorded as financing cash outflow. For further information on the adoption of IFRS 16, please refer to Notes 3(viii) and New Accounting Standards adopted by the Company in the Notes to the Consolidated Financial Statements.

## Results of operations for the years ended March 31, 2020 and 2019

**Revenue:** Our revenue increased by 4.13%.

The IT Services segment revenue increased by 4.54%. The revenue of all our industry verticals, except for TECH, grew during the year. The growth was led by three of our industry verticals, BFSI, CBU and ENU. The growth in these industry verticals was a result of increase in our differentiated offerings across our geographic and digital capabilities, as well as depreciation of the Indian Rupee against foreign currencies, including the U.S. Dollar, Euro, United Kingdom Pound Sterling and Canadian Dollar. Growth was partially offset by a decline in revenues due to the sale of our hosted data center business, divestment of Workday and Cornerstone OnDemand business to Alight Solutions LLC, and the negative impact of COVID-19 on our revenues by an estimated ₹1,055 million to ₹1,206 million (\$14 million to \$16 million).

Revenue of the IT Products segment declined by 10.58%, which was primarily due to our focus on providing IT products as a complement to our IT services offerings rather than selling standalone IT products and our change in strategy to focus on consulting and digital engagements with ISRE clients rather than SI engagements.

Revenue of the ISRE segment declined by 1.69%, which was primarily due to scaling down of large engagements as we are pivoting our ISRE strategy to focus on consulting and digital engagements and to be selective in bidding for SI projects.

The table below gives our revenue by geographic segments for the year ended March 31, 2019 and 2020:

Geographic Segments	Percentage of revenues Year ended March 31,	
	2019	2020
India	5%	5%
Americas <sup>(1)</sup>	55%	57%
Europe	25%	24%
Rest of the world	15%	14%

(1) The Americas refer to North and South America.

In absolute terms, cost of revenues increased by 5.58% primarily because of increase in employee compensation due to the impact of salary increases, increase in headcount during the year and depreciation of the Indian Rupee against foreign currencies, including the U.S. Dollar, Euro, United Kingdom Pound Sterling and Canadian Dollar. This was partially offset by a reduction in sub-contracting/technical fees and a reduction in the cost of hardware and software. The following tables present our cost of revenues:

Cost of revenues	Year ended March 31,		Year on Year change	
	2019	2020	2020-19	2020-19
	(₹ in millions)			
Employee Compensation	251,818	279,356	27,538	10.94%
Cost of hardware and software	13,567	11,490	(2,077)	(15.31)%
Sub-contracting / technical fees	93,974	89,890	(4,084)	(4.35)%
Travel	13,142	12,775	(367)	(2.79)%
Depreciation, amortization and impairment	14,658	15,590	932	6.36%
Facility expenses	17,390	17,648	258	1.48%
Communication	3,979	4,208	229	5.76%
Others	4,505	5,128	623	13.83%
	<b>413,033</b>	<b>436,085</b>	<b>23,052</b>	<b>5.58%</b>

As a result of the foregoing factors, our gross profit as a percentage of our total revenue decreased by 81 basis points (“bps”).

Our selling and marketing expenses as a percentage of total revenue decreased from 7.56% for the year ended March 31, 2019 to 6.99% for the year ended March 31, 2020. In absolute terms, selling and marketing expenses decreased by 3.60% primarily because in the year ended March 31, 2019, there was an impairment charge on certain intangibles assets recognized on acquisitions. This decrease has been

partially offset by the increase in travel expenses in the year ended March 31, 2020 as compared to the year ended March 31, 2019. The following tables present our selling and marketing expenses:

<u>Selling and marketing expenses</u>	<u>Year ended March 31,</u>		<u>Year on Year change</u>	
	<u>2019</u>	<u>2020</u>	<u>2020-19</u>	<u>2020-19</u>
	(₹ in millions)			
Employee Compensation	30,972	30,763	(209)	(0.67)%
Travel	2,557	3,029	472	18.46%
Depreciation, amortization and impairment	4,712	3,539	(1,173)	(24.89)%
Facility expenses	1,650	737	(913)	(55.33)%
Communication	466	536	70	15.02%
Marketing and brand building	2,714	2,532	(182)	(6.71)%
Others	1,439	1,771	332	23.07%
	<u>44,510</u>	<u>42,907</u>	<u>(1,603)</u>	<u>(3.60)%</u>

Our general and administrative expenses as a percentage of revenue decreased from 6.10% for the year ended March 31, 2019 to 4.86% for the year ended March 31, 2020. In absolute terms, general and administrative expenses decreased by 17.05%, primarily due to charges paid against a one-time settlement of a legal claim against the company included under “Others” in the year ended March 31, 2019. These decreases have been partially offset by the increase in legal and professional fees and travel in the year ended March 31, 2020 as compared to the year ended March 31, 2019. The following tables present our general and administrative expenses:

<u>General and administrative expenses</u>	<u>Year ended March 31,</u>		<u>Year on Year change</u>	
	<u>2019</u>	<u>2020</u>	<u>2020-19</u>	<u>2020-19</u>
	(₹ in millions)			
Employee Compensation	16,984	16,452	(532)	(3.13)%
Travel	2,069	2,365	296	14.31%
Facility expenses	3,173	1,348	(1,825)	(57.52)%
Legal and professional fees	3,510	4,156	646	18.40%
Lifetime expected credit loss and provision for deferred contract cost	980	1,043	63	6.43%
Others	9,235	4,459	(4,776)	(51.72)%
	<u>35,951</u>	<u>29,823</u>	<u>(6,128)</u>	<u>(17.05)%</u>

#### Other operating income:

During the year ended March 31, 2020, we recorded (a) ₹992 million toward change in fair value of the callable units upon partial achievement of first and second year’s business targets pertaining to sale of hosted data center business, and (b) ₹152 million toward gain on sale of assets pertaining to the Workday business and Cornerstone OnDemand business in Portugal, France and Sweden, as “Other operating income.”

During the year ended March 31, 2019, we concluded the sale of our hosted data center services business and Workday business and Cornerstone OnDemand business and reduced our holding in Wipro Airport IT Services Limited. Net gain from the sale of our hosted data center services business, Workday business and Cornerstone OnDemand business, and reduction in our holdings in Wipro Airport IT Services Limited, in the total amount of ₹4,344 million, has been recorded as “Other operating income.”

As a result of the foregoing factors, our operating income increased by 5.83%, from ₹99,910 million for the year ended March 31, 2019 to ₹105,730 million for the year ended March 31, 2020. As a result of the above, our results from operating activities as a percentage of revenue (operating margin) increased by 36 bps from 16.84% to 17.20%.

**Finance expenses:** Our finance expenses decreased from ₹7,375 million for the year ended March 31, 2019 to ₹7,328 million for the year ended March 31, 2020. This decrease is primarily due to a decrease in interest expenses on repayment of loan during the year ended March 31, 2020, which was partially offset by an increase in interest expense on adoption of IFRS 16. Refer to Notes 3(viii) and New Accounting Standards adopted by the Company in the Notes to the Consolidated Financial Statements for further information on the adoption of IFRS 16.

**Finance and other income:** Our finance and other income increased from ₹22,923 million for the year ended March 31, 2019 to ₹24,081 million for the year ended March 31, 2020. The increase is primarily due to an increase in interest income by ₹1,503 million during the year ended March 31, 2020 as compared to the year ended March 31, 2019.

**Income taxes:** Our income taxes decreased by ₹443 million from ₹25,242 million for the year ended March 31, 2019 to ₹24,799 million for the year ended March 31, 2020. Please refer to Note 21 of the Notes to the Consolidated Financial Statements for further information. Our effective tax rate has decreased from 21.87% for the year ended March 31, 2019 to 20.24% for the year ended March 31, 2020. This decrease is primarily due to changes in Indian tax laws during the year ended March 31, 2020.

**Profit attributable to non-controlling interest:** It has increased from ₹142 million for the year ended March 31, 2019 to ₹495 million for the year ended March 31, 2020.

As a result of the foregoing factors, our profit attributable to equity holders increased by ₹7,187 million or 7.98%, from ₹90,031 million for the year ended March 31, 2019 to ₹97,218 million for the year ended March 31, 2020.

## Segment Analysis

Our business comprises of the IT Services, IT Products and ISRE segments.

The ISRE segment consists of IT services offerings to entities and/or departments owned or controlled by the GoI and ISRE Customers. During the year ended March 31, 2019, we carved out ISRE as a separate segment from our global IT Services business. We made this decision because we changed our strategy for providing services to ISRE Customers. Historically, projects in our ISRE business have been primarily SI projects that have complex deliverables and, compared to our IT Services segment, longer working capital cycles and different downstream processes, including billing and collections. Most ISRE deals come in the form of a tender process, with little room to negotiate the terms and conditions. We have pivoted our ISRE strategy to focus more on consulting and digital engagements and to be selective in bidding for SI projects with long working capital cycles.

Comparative information included in this Annual Report has been restated to give effect to the above changes.

**IT Services:** The IT Services segment primarily consists of IT Services offerings to customers organized by industry verticals. During the year ended March 31, 2020, our industry verticals were as follows: Banking, Financial Services and Insurance (“**BFSI**”), Health Business Unit (“**Health BU**”), Consumer Business Unit (“**CBU**”), Energy, Natural Resources and Utilities (“**ENU**”), Manufacturing (“**MFG**”), Technology (“**TECH**”) and Communications (“**COMM**”).

**IT Products:** The Company is a value-added reseller of desktops, servers, notebooks, storage products, networking solutions and packaged software for leading international brands. In certain total outsourcing contracts of the IT Services segment, the Company also delivers hardware, software products and other related deliverables, and revenue relating to these items is reported as IT Products revenue.

**ISRE:** This segment consists of IT services offerings to entities and/or departments owned or controlled by the GoI and/or any Indian State Governments. Most ISRE deals come in the form of tender process, with little room to negotiate the terms and conditions.

### IT Services

Our IT Services segment provides a range of IT and IT enabled services which include digital strategy advisory, customer centric design, technology consulting, IT consulting, custom application design, development, re-engineering and maintenance, systems integration, package implementation, cloud and infrastructure services, business process services, cloud, mobility and analytics services, research and development and hardware and software design. Information by industry verticals for the IT Services segment for the years ended March 31, 2019 and 2020 are as follows:

	Year ended March 31,		Year on Year change
	2019	2020	2020-19
	(₹ in millions)		
Revenue:			
IT Services industry verticals			
BFSI	175,262	184,457	5.25%
Health BU	75,081	78,240	4.21%
CBU	89,313	97,008	8.62%
ENU	72,830	76,443	4.96%
TECH	76,591	75,895	(0.91)%
MFG	46,496	48,158	3.57%
COMM	32,680	33,840	3.55%
	<u>568,253</u>	<u>594,041</u>	<u>4.54%</u>
Segments Result:			
IT Services industry verticals			
BFSI	33,831	34,132	0.89%
Health BU	8,638	12,027	39.23%



CBU	16,828	16,729	(0.59)%
ENU	7,081	12,176	71.95%
TECH	15,916	14,312	(10.08)%
MFG	8,327	9,252	11.11%
COMM	4,396	5,336	21.38%
Unallocated	3,142	2,577	(17.98)%
Other Operating Income	4,344	1,144	(73.66)%
	<u>102,503</u>	<u>107,685</u>	<u>5.06%</u>

Please see Note 34 of the Notes to the Consolidated Financial Statements for additional details regarding our operating segments.

Our IT Services segment accounted for 96.4% and 96.8% of our total revenue for the years ended March 31, 2019 and 2020, respectively and 102.6% and 101.8% of our operating income for the years ended March 31, 2019 and 2020, respectively.

Operating results of the IT Services segment are as follows:

	Year ended March 31,		Year on Year change
	2019	2020	2020-19
	(₹ in millions)		
Revenue <sup>(1)</sup>	568,253	594,041	4.54%
Cost of revenue	(390,197)	(415,253)	6.42%
Gross Profit	178,056	178,788	0.41%
Selling and Marketing expenses	(44,207)	(42,412)	(4.06)%
General and administrative expenses	(35,690)	(29,835)	(16.41)%
Other operating income	4,344	1,144	(73.66)%
Segment Results <sup>(2)</sup>	102,503	107,685	5.06%
As a percentage of revenue:			
Selling and marketing expenses	7.78%	7.14%	(64)bps
General and administrative expenses	6.28%	5.02%	(126)bps
Gross margin <sup>(3)</sup>	31.10%	30.04%	(106)bps
Segment Results <sup>(3)</sup>	17.90%	18.09%	19bps

- (1) For the purpose of segment reporting, we have included the impact of exchange rate fluctuations amounting to ₹3,208 million and ₹3,232 million for the years ended March 31, 2019 and 2020, respectively, in revenue. Further, finance income on deferred consideration earned under multi-year payment terms in certain total outsourcing contracts is included in the revenue of the respective segment and is eliminated under reconciling items.
- (2) Includes Other operating income, which is being included to present the effect from the sale of hosted data center business and Workday business and Cornerstone OnDemand business, in the year ended March 31, 2019 and, in the year ended March 31, 2020, the Company's concluding the sale of assets pertaining to the Workday business and Cornerstone OnDemand business in Portugal, France and Sweden and the recognized change in fair value of the callable units upon partial achievement of business targets pertaining to sale of the hosted data center business.
- (3) Gross margin and segment results as a percentage of revenue have been calculated by including Other operating income with Segment Revenue.

Note: Comparative information has been restated to give effect to the change due to carving out of ISRE. Please see Note 34 of the Notes to the Consolidated Financial Statements for additional details.

Our revenue and segment results by IT Services industry verticals, expressed in terms of percentages, are provided below:

	Year ended March 31,			
	2019		2020	
	Percentage of revenues	Percentage of Segment results	Percentage of revenues	Percentage of Segment results
<b>Industry verticals</b>				
BFSI	30.8%	33.0%	31.0%	31.7%
Health BU	13.2%	8.4%	13.2%	11.2%
CBU	15.7%	16.4%	16.3%	15.5%
ENU	12.8%	6.9%	12.9%	11.3%
TECH	13.5%	15.6%	12.8%	13.3%
MFG	8.2%	8.1%	8.1%	8.6%
COMM	5.8%	4.3%	5.7%	5.0%
Unallocated	NA	3.1%	NA	2.3%
Other Operating Income	NA	4.2%	NA	1.1%

The IT Services segment revenue increased by 4.54%. Revenue for all our industry verticals, except for TECH, grew during the year ended March 31, 2020. The growth was led by three of our industry verticals, BFSI, CBU and ENU. The growth in these industry verticals was a result of increasing our differentiated offerings across our geographic and digital capabilities, as well as depreciation of the Indian Rupee against foreign currencies, including the U.S. Dollar, Euro, United Kingdom Pound Sterling and Canadian Dollar. Growth was partially offset by a decline in revenues due to the sale of our hosted data center business, divestment of Workday business and Cornerstone OnDemand business to Alight Solutions LLC and the negative impact of COVID-19 on our revenues by an estimated ₹1,055 million to ₹1,206 million (\$14 million to \$16 million).

Our gross profit as a percentage of our revenue from our IT Services segment decreased by 106 bps, primarily because of increases in employee compensation due to salary increases, increase in headcount during the year and depreciation of the Indian Rupee against foreign currencies, including the U.S. Dollar, Euro, United Kingdom Pound Sterling and Canadian Dollar. This was partially offset by a reduction in sub-contracting/technical fees.

Selling and marketing expenses as a percentage of revenue from our IT Services segment decreased from 7.78% for the year ended March 31, 2019 to 7.14% for the year ended March 31, 2020. In absolute terms, selling and marketing expenses decreased by ₹1,795 million primarily because of an impairment charge on certain intangibles assets recognized on acquisitions in the year ended March 31, 2019. This decrease has been offset by the increase in travel expense in the year ended March 31, 2020 as compared to the year ended March 31, 2019.

General and administrative expenses as a percentage of revenue from our IT Services segment decreased from 6.28% for the year ended March 31, 2019 to 5.02% for the year ended March 31, 2020. In absolute terms, general and administrative expenses decreased by ₹5,855 million, primarily due to charges paid against a one-time settlement of a legal claim against the company in the year ended March 31, 2019. This was offset by an increase in legal and professional fees.

During the year ended March 31, 2020, we recorded (a) ₹992 million toward change in fair value of the callable units upon partial achievement of first and second year's business targets pertaining to sale of hosted data center business, and (b) ₹152 million toward gain on sale of assets pertaining to the Workday business and Cornerstone OnDemand business in Portugal, France and Sweden, as "Other operating income".

As a result of the above, segment results as a percentage of our revenue from our IT Services segment increased by 19 bps, from 17.90% to 18.09%. In absolute terms, the segment results of our IT Services segment increased by 5.06%.

#### IT Products

While we focus on being a strategic provider of IT services, we provide IT products as a complement to our IT services offerings. Our range of third-party IT Products is comprised of Enterprise Platforms, Networking Solutions, Software Products, Data Storage, Contact Center Infrastructure, Enterprise Security, IT Optimization Technologies, Video Solutions and End-User Computing solutions. Revenue from the hardware products and software licenses sold is recorded under the IT Products segment. We have diverse range of clients across all major industries, primarily in the India and Middle East market.

Our IT Products segment accounted for 2.1% and 1.8% of our revenue for the years ended March 31, 2019 and 2020, respectively, and (1.0)% and (0.3)% of our operating income for each of the years ended March 31, 2019 and 2020, respectively.

Operating results of the IT Products segment are as follows:

	<b>Year ended March 31,</b>		<b>Year on Year change</b>
	<b>2019</b>	<b>2020</b>	<b>2020-19</b>
	<b>(₹ in millions)</b>		
Revenue <sup>(1)</sup>	12,312	11,010	(10.58)%
Cost of revenue	(12,567)	(10,890)	(13.34)%
Gross Profit	(255)	120	147.06%
Selling and Marketing expenses	(168)	(274)	63.10%
General and administrative expenses	(624)	(128)	(79.49)%
Segment Results	(1,047)	(282)	73.07%
As a percentage of revenue:			
Selling and marketing expenses	1.36%	2.49%	113bps
General and administrative expenses	5.06%	1.16%	(390)bps
Gross margin	(2.07)%	1.09%	316bps
Segment Results	(8.50)%	(2.56)%	594bps

- (1) For the purpose of segment reporting, we have included the impact of exchange rate fluctuations amounting to ₹(2) million and ₹(26) million for the years ended March 31, 2019 and 2020, respectively, in revenue. Further, finance income on deferred consideration earned under multi-year payment terms in certain total outsourcing contracts is included in the revenue of the respective segment and is eliminated under reconciling items. Please see Note 34 of the Notes to the Consolidated Financial Statements for additional details.

Our revenue from the IT Products segment decreased by 10.58%. The decline was primarily due to our focus on providing IT products as a complement to our IT services offerings rather than sell standalone IT products, and our adoption of a more selective approach in bidding for SI engagements.

Our gross profit as a percentage of our IT Products segment revenue increased by 316 bps, primarily because of optimization in cost of delivery in certain customer contracts and reduction in sub-contracting/technical fees.

Selling and marketing expenses as a percentage of revenue from our IT Products segment increased from 1.36% for the year ended March 31, 2019 to 2.49% for the year ended March 31, 2020. In absolute terms, selling and marketing expenses increased by ₹106 million.

General and administrative expenses as a percentage of revenue from our IT Products segment decreased from 5.06% for the year ended March 31, 2019 to 1.16% for the year ended March 31, 2020. In absolute terms, general and administrative expenses decreased by ₹496 million primarily on account of decrease in lifetime expected credit loss.

As a result of the above, in absolute terms, segment results of our IT Products segment recorded a loss of ₹282 million for the year ended March 31, 2020 as compared to segment loss of ₹1,047 million for the year ended March 31, 2019.

#### ISRE

Our ISRE segment accounted for 1.5% and 1.4% of our revenue for the years ended March 31, 2019 and 2020, respectively, and (1.8)% and (1.7)% of our operating income for each of the years ended March 31, 2019 and 2020, respectively.

Operating results of the ISRE segment are as follows:

	<b>Year ended March 31,</b>		<b>Year on Year change</b>
	<b>2019</b>	<b>2020</b>	<b>2020-19</b>
	<b>(₹ in millions)</b>		
Revenue <sup>(1)</sup>	8,544	8,400	(1.69)%
Cost of revenue	(9,926)	(9,460)	(4.69)%
Gross Profit	(1,382)	(1,060)	23.30%
Selling and Marketing expenses	(294)	(368)	25.17%
General and administrative expenses	(153)	(394)	157.52%
Segment Results	(1,829)	(1,822)	0.38%
As a percentage of revenue:			
Selling and marketing expenses	3.44%	4.38%	94bps
General and administrative expenses	1.79%	4.69%	290bps
Gross Margins	(16.18)%	(12.62)%	356bps
Segment Results	(21.41)%	(21.69)%	(28)bps

- (1) Finance income on deferred consideration earned under multi-year payment terms in certain total outsourcing contracts is included in the revenue of the respective segment and is eliminated under reconciling items. Please see Note 34 of the Notes to the Consolidated Financial Statements for additional details.

Our revenue from the ISRE segment decreased by 1.69%. This was primarily due to scaling down of large engagements and pivoting our ISRE strategy to focus on consulting and digital engagements and to be selective in bidding for SI projects.

Our gross profit as a percentage of our ISRE segment revenue increased by 356 bps, primarily on account of closure of loss-making engagements.

Selling and marketing expenses as a percentage of revenue from our ISRE segment increased from 3.44% for the year ended March 31, 2019 to 4.38% for the year ended March 31, 2020. In absolute terms, selling and marketing expenses increased by ₹74 million, primarily due to increase in employee compensation.

General and administrative expenses as a percentage of revenue from our ISRE segment increased from 1.79% for the year ended March 31, 2019 to 4.69% for the year ended March 31, 2020. In absolute terms, general and administrative expenses increased by ₹241 million. This was primarily on account of increase in lifetime expected credit loss.

As a result of the above, in absolute terms, segment results of our ISRE segment recorded a loss of ₹1,822 million for the year ended March 31, 2020 as compared to a loss of ₹1,829 million for the year ended March 31, 2019.

## Acquisitions

Refer to Item 4, and Note 7 of the Notes to the Consolidated Financial Statements for a description of the acquisitions during the reported period.

## Divestitures

Refer to Item 4, and Note 26 of the Notes to the Consolidated Financial Statements for a description of the divestitures during the reported period.

## Foreign exchange gains/(losses), net

Our net foreign exchange gains/(losses) for the years ended March 31, 2019 and 2020 were ₹3,215 million and ₹3,169 million, respectively.

Our foreign exchange gains/(losses), net, comprise of:

- exchange differences arising from the translation or settlement of transactions in foreign currency, except for exchange differences on debt denominated in foreign currency (which are reported within finance expense, net); and
- the changes in fair value for derivatives not designated as hedging derivatives and ineffective portions of the hedging instruments. For forward foreign exchange contracts which are designated and effective as cash flow hedges, the marked to market gains and losses are deferred and reported as a component of other comprehensive income in stockholder's equity and subsequently recorded in the income statement when the hedged transactions occur, along with the hedged items.

Although our functional currency is the Indian Rupee, we transact a significant portion of our business in foreign currencies, including the U.S. Dollar, the United Kingdom Pound Sterling, the Euro, the Canadian Dollar and the Australian Dollar. The exchange rate between the Indian rupee and these currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of our operations are affected as the Indian rupee fluctuates against these currencies. Our exchange rate risk primarily arises from our foreign currency revenues, cash

balances, payables and debt. We enter into derivative instruments to primarily hedge our forecasted cash flows denominated in certain foreign currencies, foreign currency debt and net investment in overseas operations. Please refer to Notes 14 and 19 of the Notes to the Consolidated Financial Statements for additional details on our foreign currency exposures.

## Income taxes

Our profits for the period earned from providing services at client premises outside India may be subject to tax in the country where we perform the work. Most of our taxes paid in countries other than India can be applied as a credit against our Indian tax liability to the extent that the same income is subject to taxation in India.

Currently, we benefit from certain tax incentives under Indian tax laws. These tax incentives include a tax holiday from payment of Indian corporate income taxes for our businesses operating from specially designated SEZs. The tax holiday for all our Software Technology and Hardware Technology Parks ended in the fiscal year ended March 31, 2011. We continue to be eligible for exemptions from certain other taxes, including customs duties in these Software Technology and Hardware Technology Parks.

Units in designated SEZs which began providing services on or after April 1, 2005, are eligible for a deduction of 100% of profits or gains derived from the export of services for the first five years from commencement of provision of services and 50% of such profits or gains for a further five years. Certain tax benefits are also available for a further five years subject to the unit meeting certain defined conditions. Profits from certain other undertakings are also eligible for preferential tax treatment.

Due to these tax incentives, a substantial portion of our pre-tax income has not been subject to a significant tax in India in recent years. When our tax holiday and income tax deduction/exemptions expire or terminate, our costs will increase. The expiration period of the tax holiday for each unit within a SEZ is determined based on the number of years since commencement of production by that unit for a maximum of fifteen years. The tax holiday period currently available to the Company expires in various years through fiscal year 2034. The expiration period of tax holiday for each unit within a SEZ is determined based on the number of years that have lapsed following year of commencement of production by that unit. The impact of tax holidays has resulted in a decrease of current tax expense of ₹15,390 million and ₹11,963 million for the years ended March 31, 2019 and 2020, respectively, compared to the effective tax amounts that we estimate we would have been required to pay if these incentives had not been available. The per share effect of these tax incentives for the years ended March 31, 2019 and 2020 was ₹2.56 and ₹2.05, respectively.

In September 2019, the GoI amended the Income Tax Act, 1961 by enacting The Taxation Laws (Amendment) Act, 2019, and has provided an option for companies to pay tax at a lower rate of 22% (plus surcharge and cess) by foregoing all the deductions available under chapter VI-A and other profit linked deductions under the Income Tax Act, 1961. This option, if exercised, is irrevocable and the corresponding MAT credit available will be lapsed. We have evaluated the option and have decided to continue under the existing regime and not to avail ourselves of the lower tax rate. In the future, if we opt for the lower tax rate, it may lead to increase in tax outflow and the MAT credit available to us will be lapsed. Further there has been a reduction in the tax rate under MAT provisions from 21.54% to 17.47%.

In March 2004, the Company received a tax demand for the year ended March 31, 2001 arising primarily on account of denial of deduction under section 10A of the Income Tax Act, 1961 in respect of profit earned by the Company's undertaking in Software Technology Park at Bengaluru. The same issue was repeated in the successive assessments for the years ended March 31, 2002 to March 31, 2011 and the aggregate demand is ₹47,583 million (including interest of ₹13,832 million). The appeals filed against the said demand before the Appellate authorities have been allowed in favor of the Company by the second appellate authority for the years up to March 31, 2008. Further appeals have been filed by the Income tax authorities before the Hon'ble High Court. The Hon'ble High Court has heard and disposed-off majority of the issues in favor of the Company up to years ended March 31, 2004. Department has filed a Special Leave Petition before the Supreme Court of India for the years ended March 31, 2001 to March 31, 2004.

On similar issues for years up to March 31, 2000, the Hon'ble High Court of Karnataka has upheld the claim of the Company under section 10A of the Income Tax Act, 1961. For the year ended March 31, 2009, the appeals are pending before Income Tax Appellate Tribunal ("ITAT"). For years ended March 31, 2010 and March 31, 2011, the Dispute Resolution Panel allowed the claim of the Company under section 10A of the Income Tax Act, 1961. The Income tax authorities have filed an appeal before the ITAT.

For the year ended March 31, 2013, the Company received the final assessment order in November 2017 with a demand of ₹3,286 million (including interest of ₹1,166 million), arising primarily on account of section 10AA issues with respect to exclusion from Export Turnover. The Company has filed an appeal before Hon'ble ITAT, Bengaluru within the prescribed timelines.

For the year ended March 31, 2014, the Company received the final assessment order in September 2018 with a demand of ₹1,030 million (including nil interest), arising primarily on account of transfer pricing issues. The Company has filed an appeal before the Hon'ble ITAT, Bengaluru within the prescribed timelines.

For the year ended March 31, 2015, the Company received the final assessment order in October 2019 with an estimated demand of ₹1,347 million (including nil interest), arising primarily on account of capitalization of wages. The Company has filed an appeal before the Hon'ble ITAT, Bengaluru within the prescribed timelines.

For the year ended March 31, 2016, the Company received the draft assessment order in December 2019 with an estimated demand of ₹704 million (including nil interest), arising primarily on account of capitalization of wages. The Company has filed the objections before the Dispute Resolution Panel (Bengaluru) within the prescribed timelines.

For the year ended March 31, 2007 to the year ended March 31, 2012, the Company has received tax demand of ₹227 million (including interest of ₹102 million) for non-deduction of tax at source on some payments. The Company has already deposited the demand under protest. The Company received order issued by ITAT, Bengaluru rejecting company's appeal. The Company has filed an appeal against the order with the Hon'ble High Court of Karnataka within the prescribed timelines. The Company has received a favorable order on this issue from the Hon'ble High Court of Karnataka for the earlier years.

Income tax demands against the Company amounting to ₹66,441 million and ₹77,873 million are not acknowledged as debt as of March 31, 2019 and March 31, 2020, respectively.

These matters are pending before various Appellate Authorities and the management expects its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position and results of operations. Although we currently believe we will ultimately prevail in our appeals, the result of such appeals, and any subsequent appeals, cannot be predicted with certainty. Should we fail to prevail in our appeal, or any subsequent appeals, in any reporting period, the operating results of such reporting period could be adversely affected materially.

U.S. tax reform legislation, known colloquially as the "Tax Cuts and Jobs Act", makes, among other things, significant changes to the rules applicable to the taxation of corporations, such as changing the corporate tax rate to a flat 21% rate, modifying the rules regarding limitations on certain deductions for executive compensation, introducing a capital investment deduction in certain circumstances, placing certain limitations on the interest deduction, modifying the rules regarding the usability of certain net operating losses and adding certain anti-base erosion rules. As a result of the operational structure of the Company, the application of the recently enacted U.S. tax reform legislation did not have a material and adverse impact on our operating results, cash flows and financial condition.

We have calculated our domestic tax liability after considering MAT and accordingly, a deferred tax asset of nil and ₹3,425 million has been recognized in the statement of financial position for the years ended March 31, 2019 and 2020, respectively. The excess tax paid under MAT provisions over and above normal tax liability can be carried forward for a period of fifteen years and set-off against future tax liabilities computed under normal tax provisions.

## Liquidity and Capital Resources

The Company's cash flow from its operating, investing and financing activities, as reflected in the Consolidated Statement of Cash Flows, is summarized in the table below:

	<u>Year ended March 31,</u>		<u>Year on Year change</u>
	<u>2019</u>	<u>2020</u>	<u>2020-19</u>
	(₹ in millions)		
Net cash generated by/(used in):			
Operating activities	116,316	100,643	(15,673)
Investing activities	50,126	34,012	(16,114)
Financing activities	(49,369)	(150,998)	(101,629)
Net change in cash and cash equivalents	117,073	(16,343)	(133,416)
Effect of exchange rate changes on cash and cash equivalents	526	1,922	1,396

As of March 31, 2020, we had cash and cash equivalent and short-term investments of ₹334,134 million. Cash and cash equivalent and short-term investments, net of total debt, was ₹256,092 million.

In addition, we have unutilized credit lines of ₹45,404 million. To utilize these lines of credit, we require the consent of the lender and compliance with certain financial covenants. We have historically financed our working capital and capital expenditures through our operating cash flows and through bank debt, as required.

Cash generated by operating activities for the year ended March 31, 2020 decreased by ₹15,673 million while profit for the year increased by ₹7,540 million during the same period. The decrease in cash generated by operating activities is primarily due to increased working capital requirements. This was partially offset by income tax refunds for the previous year received during the year ended March 31, 2020.



Cash generated by operating activities for the year ended March 31, 2019 increased by ₹32,083 million while profit for the year increased by ₹10,089 million during the same period. The increase in cash generated by operating activities is primarily due to optimization of working capital.

Cash generated from investing activities for the year ended March 31, 2020 was ₹34,012 million. The cash generated from sale of investments (net of purchases) amounted to ₹34,579 million. Cash utilized for the payment for business acquisitions amounted to ₹10,003 million. We purchased property, plant and equipment amounting to ₹23,497 million which was primarily driven by the growth strategy of the Company

Cash generated from investing activities for the year ended March 31, 2019 was ₹50,126 million. We had a net cash inflow of ₹26,103 million from the sale of our hosted data center business. The cash generated from sale of investments (net of purchases) amounted to ₹24,340 million. We purchased property, plant and equipment amounting to ₹22,781 million which was primarily driven by the growth strategy of the Company.

Cash used in financing activities for the year ended March 31, 2020 was ₹150,998 million as against ₹49,369 million for the year ended March 31, 2019. This is primarily on account of outflow for an equity share buyback amounting to ₹105,311 million and increased outflow on account of partial repayment of loans taken for acquisitions. Payment toward the dividend including dividend distribution tax for the year ended March 31, 2020 amounted to ₹6,863 million. Dividends paid in the year ended March 31, 2020 represents interim (and final) dividend declared for the year ended March 31, 2020 amounting to ₹1 per share.

Cash used in financing activities for the year ended March 31, 2019 was ₹49,369 million. This is primarily on account of increased outflow on account of partial repayment of loans taken for acquisitions. Payment toward the dividend including dividend distribution tax for the year ended March 31, 2019 amounted to ₹5,434 million. Dividends paid in the year ended March 31, 2019 represents interim (and final) dividend declared for the year ended March 31, 2019 amounting to ₹1 per share.

We maintain a debt/borrowing level that we have established through consideration of a number of factors including cash flow expectations, cash required for operations and investment plans. We continually monitor our funding requirements, and strategies are executed to maintain sufficient flexibility to access global funding sources, as needed. Please refer to Note 14 of our Notes to the Consolidated Financial Statements for additional details on our borrowings.

As discussed above, cash generated from operations is our primary source of liquidity. We believe that our cash and cash equivalents along with cash generated from operations will be sufficient to meet our working capital requirements as well as repayment obligations with respect to debt and borrowings. Our choices of sources of funding will be driven with the objective of maintaining an optimal capital structure. COVID-19 may have an impact on our cash conversion cycle due to delays in customer payments and may result in increased working capital requirements. However, we believe that we have sufficient cash balances to overcome the incremental increase in working capital requirements.

As of March 31, 2020, we had contractual commitments of ₹14,011 million (\$185.8 million) related to capital expenditures on construction or expansion of software development facilities and ₹17,024 million (\$225.8 million) related to other purchase obligations. Plans to construct or expand our software development facilities are determined by our business requirements.

We will rely on funds generated from operations and external debt to fund potential acquisitions and shareholder returns. We expect that our cash and cash equivalents, investments in liquid and short-term mutual funds and the cash flows expected to be generated from our operations in the future will generally be sufficient to fund the growth aspirations, as applicable.

In the normal course of business, we transfer certain accounts receivables and net investment in finance lease (financial assets) to banks on a non-recourse basis. The incremental impact of such transactions on our cash flow and liquidity for the years ended March 31, 2019 and 2020 is not material. Please refer to Note 19 of our Notes to Consolidated Financial Statements.

Our liquidity and capital requirements are affected by many factors, some of which are based on the normal ongoing operations of our businesses and some of which arise from uncertainties related to global economies and the markets that we target for our services, as well as uncertainties around COVID-19. We cannot be certain that additional financing, if needed, will be available on favorable terms, if at all.

As of March 31, 2019 and 2020, our cash and cash equivalents were primarily held in Indian Rupees, U.S. Dollars, United Kingdom Pound Sterling, Euros, and Australian Dollars. Please refer to “Financial risk management” under Note 19 of our Notes to the Consolidated Financial Statements for more details on our treasury activities.

### Off-Balance Sheet Arrangements

Performance and financial guarantees are provided by banks on behalf of the Company to the Indian government, customers and certain other agencies, as part of the banks’ line of credit arrangements. These arrangements are sometimes referred to as a form of off-balance sheet financing. Please refer to Notes 14 and 33 of the Notes to the Consolidated Financial Statements for more details.

### Contractual Obligations

The table of future payments due under known contractual commitments as of March 31, 2020, aggregated by type of contractual obligation, is given below:

Particulars	Total contractual payment	Payments due in			
		2020-21	2021-23	2023-25	2025-26 onwards
		(₹ in millions)			
Short-term borrowings <sup>(1)</sup>	54,020	54,020	—	—	—
Long-term borrowings <sup>(1)</sup>	24,022	19,182	4,783	57	—
Estimated interest payment on borrowings <sup>(2)</sup>	1,501	1,461	40	—	—
Lease liabilities <sup>(3) (4)</sup>	21,067	7,322	9,431	3,037	1,277
Capital commitments <sup>(5)</sup>	14,011	7,521	6,489	1	—
Purchase obligations <sup>(6)</sup>	17,024	14,069	2,539	416	—
Other non-current liabilities <sup>(7)</sup>	291	—	291	—	—

- (1) For further information on currency and interest rate structures, refer to Note 14 of the Notes to Consolidated Financial Statements.
- (2) Interest payments for long-term fixed rate debts have been calculated based on applicable rates and payment dates. Interest payments on floating rate debt have been calculated based on the payment dates and implied forward interest rates as of March 31, 2020 for each relevant debt instrument.
- (3) Includes future cash outflow toward deferred interest on lease liabilities.
- (4) For further information on lease liabilities, refer to Notes 3(viii) and New Accounting Standards adopted by the Company in the Notes to Consolidated Financial Statements.
- (5) Represents contractual commitments related to capital expenditures on construction or expansion of software development facilities.
- (6) Our purchase obligations include all commitments to purchase goods or services of either a fixed or minimum quantity that meet any of the following criteria: (1) they are non-cancelable, or (2) we would incur a penalty if the agreement was terminated.
- (7) Other non-current liabilities and non-current tax liabilities in the statement of financial position include ₹7,537 million in respect of employee benefit obligations and certain other liabilities and ₹13,205 million towards uncertain tax positions, respectively. For these amounts, the timing of repayment/settlement cannot be reliably estimated or determined at present and accordingly have not been disclosed in the table above.

### Research and Development

Wipro’s research and development initiatives continue, as in past years, to focus on strengthening and extending our capabilities across multiple new and emerging technology areas as well as in the discovery of innovative potential at the intersection of these technologies. We are also focused on the application of the research and development work to develop cutting-edge solutions for our customers. Our investments are around relevant advanced technology areas (5G, ADAS/autonomous vehicles, commercial wearables, machine vision, AR/VR, smart assistants, natural language processing and understanding, blockchain technology, quantum computing, smart machines, cyber security, cloud native applications, among other things).

During the year ended March 31, 2020, our research and development work has contributed to some significant patent applications in key technology domains. We have been investing in building a focused patent portfolio that protects critical Wipro IP. As of the year ended March 31, 2020, we have a total of 2,301 patents filed in various patent jurisdictions around the world, of which 741 have been granted.

Our Open Innovation programs extend our innovation capabilities by co-opting an extended innovation ecosystem of startup partners, academia and expert networks. During the year ended March 31, 2020, we were successful in bringing in new innovative partners and in scaling some of our existing relationships through joint engagements. We expanded our academia research footprint by entering into new research collaboration agreements with multiple universities across the world. Today our research teams work with the University of Texas at Austin, Tel Aviv University, Israel, Swinburne University, Melbourne, IIT Kharagpur, IIT Madras, IISc Bangalore, University of Agricultural Sciences, Bangalore, among others where we cover AI, NLP, encryption, 5G, Blockchain, autonomous vehicles, CV and other critical new technologies. We also do some interesting work in a few major consortiums and standards organization that extend our views and influence in the innovations being developed through their work.

Our innovation incubation centers, the Technovation Center at Bengaluru and the Silicon Valley Innovation Center in Mountain View, California, build technology-led innovation to visualize the “art of the possible” in emerging business environments for our customers globally. These Centers bring together an innovation ecosystem, a set of best practices, IP and research and development resources to help our clients develop successful initiatives and hosted around 350 of our customers and other visitors over the last year and showcased our best technologies and solutions.

Our Robotics group is developing smart factory solutions using robots, cobots, drones and other technologies that aim to significantly optimize production lines. A few projects for smart production lines are currently under deployment and testing. For all of our Robotics projects, we are digitizing, running the process using AI and generating rich analytics that will help reimagine production. We believe that these initiatives will enable the factory of the future.

We are also working on building capability in application of 5G technologies. We are engaging with IIT Kharagpur and University of Oulu on RF, new waveform and precision localization technology research for 5G and beyond. Any new generation of wireless technology evolution relies on advances in the technologies related to radio access network where power and spectral efficiency play a significant role. With increased use cases involving cyber physical systems, precision location plays a key role in enabling connected intelligent devices to localize themselves with the help of the network with which they are connected. As an engineering solutions organization, we are investing in building our IP portfolios, in contributing to standards build, in creating use cases to demonstrate new possibilities and enabling customers to embark on new technology journeys.

AutoInsights, a connected vehicle and mobility platform, is a strategic investment by Wipro. Today, this platform is used across the globe by various automotive original equipment manufacturers (“OEMs”) and related ecosystem players to help them maximize a vehicle’s lifetime value. Recently, we have also signed a co-innovation agreement with a motorcycle OEM to customize AutoInsights patented solutions to build a unique and industry-first dealership digitalization experience using connected motorcycle data and voice enabled smart helmets. We also have a number of patents associated with AutoInsights.

We have invested in crowdsourcing through Topcoder, a Wipro Company, the world’s largest technology network and on-demand digital talent platform with more than 1.5 million developers, designers, data scientists, and testers around the globe. Topcoder empowers organizations to leverage the flexibility of its key enterprise offerings around Enterprise Crowdsourcing (Design, QA, Dev, Data Science), TaaS, and Workforce Transformation (Strategic Consulting). Our community and our customers come together on the Topcoder platform to collaborate and build enterprise-grade digital assets. Enterprises distribute work through the platform where community members develop innovative solutions, win money, gain experience, and earn recognition. Topcoder became a part of Wipro Limited in November 2016.

We are also investing in TopGear, our social learning and crowdsourcing platform. TopGear is a powerful learning platform, focusing on workforce transformation in Digital and “in-demand” skills. It consists of over 2,000 learning assignments and case studies across 200 skills in addition to live projects. It provides hands-on experience to employees on emerging digital skills that enable them to become customer-deployable on those skills. Employees can self-select projects that interest them and prepare themselves for future projects. TopGear also enables workforce transformation through structured learning paths aligned to business-specific needs.

Wipro HOLMES™ enhanced its end-to-end problem-solving IP capabilities delivering persona-based solutions, targeted at specific stakeholders of the enterprise. The intent is to automate all tasks for that role, irrespective of it being infrastructure or application oriented, resulting in accelerated tighter linkage between Work-done by-Bots and Enterprise Margins. ‘Automation Coaches,’ which discover inefficient and broken processes along with catalogue driven use cases enables existing and/or new programs to jump start automation. New deals are on-boarded through the “Go green program” which envisages automation during transition.

Responding to the challenges presented by the ongoing COVID-19 pandemic, Wipro HOLMES™ focuses on launching solution packs targeting aspects of business continuity, compliance, remote worker solutions and employee wellbeing, among other things. The solutions, while delivering business outcomes to its clients, are also deployed at Wipro internally, under the concept ‘Wipro-on-Wipro’ to automate processes in the Wipro CIO role as well as in shared services such as Finance and HR.

Wipro HOLMES™, to address the challenges, risks, and ‘black-box’ issues associated with AI solutions, introduced ‘Designed for Trust’ – a framework to instill confidence that the AI solutions are fair, explainable, and trustworthy.

Our research and development expenses for the years ended March 31, 2019 and 2020 were ₹3,942 million and ₹4,619 million, respectively.

### Significant accounting policies, estimates and judgments

Please refer to Notes 2(iv) and 3 of the Notes to Consolidated Financial Statements for a description of significant accounting policies, estimates and judgments.

### Item 6. Directors, Senior Management and Employees

Our directors and executive officers, along with their ages and positions as of March 31, 2020 are detailed below:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Rishad A. Premji <sup>(1)</sup>	43	Chairman of the Board (designated as “Executive Chairman”)
Azim H. Premji <sup>(2)</sup>	74	Non-Executive, Non-Independent Director (designated as “Founder Chairman”)
Abidali Z. Neemuchwala <sup>(3)</sup>	52	Chief Executive Officer and Managing Director
William Arthur Owens	79	Director
M. K. Sharma	72	Director
Ireena Vittal	51	Director
Dr. Patrick J. Ennis	56	Director
Patrick Dupuis	57	Director
Arundhati Bhattacharya <sup>(4)</sup>	64	Director
Jatin Pravinchandra Dalal	45	President and Chief Financial Officer

- (1) Mr. Rishad A. Premji was appointed as Executive Chairman with effect from July 31, 2019.
- (2) Mr. Azim H. Premji retired from the position of Executive Chairman and Managing Director with effect from July 30, 2019.
- (3) Mr. Abidali Z. Neemuchwala was appointed as Managing Director of the Company with effect from July 31, 2019, in addition to his existing position as Chief Executive Officer. On January 31, 2020, the Company announced that Mr. Abidali Z. Neemuchwala has decided to step down from the position of Chief Executive Officer and Managing Director due to family commitments and he will continue to hold the office of Chief Executive Officer and Managing Director until a successor is appointed, for a smooth transition and to ensure that business continues as usual. The Board of Directors has, at their meeting held on May 29, 2020, noted the resignation of Mr. Abidali Z. Neemuchwala as the Chief Executive Officer and Managing Director with effect from the end of the day on June 1, 2020.
- (4) The Board of Directors has, at their meeting held on May 29, 2020, noted the resignation of Ms. Arundhati Bhattacharya as an Independent Director with effect from close of business hours on June 30, 2020.

Mr. Narayanan Vaghul and Dr. Ashok S. Ganguly each retired as Independent Directors of the Company with effect from July 31, 2019.

The Board of Directors has, at their meeting held on May 29, 2020, approved the appointment of:

- i) Mr. Thierry Delaporte 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 approval of the shareholders and the Central Government, as may be applicable.
- ii) Mr. Deepak M. Satwalekar as an Independent Director for a term of five years with effect from July 1, 2020, subject to approval of the shareholders of the Company.

As of March 31, 2020, we had six non-executive independent directors, one non-executive non-independent director and two executive directors, of whom one executive director is Chairman of our Board. The non-executive and non-independent director and the Chairman of our Board belong to the promoter group. The remaining six non-executive directors are independent directors or independent of management and free from any business or other relationship that could materially influence their judgement. All of the independent directors satisfy the criteria of independence as defined under the SEBI Listing Regulations and the Companies Act, 2013 in India and the New York Stock Exchange Corporate Governance standards.

The profiles of our directors and executive officers are set forth below.

**Rishad A. Premji** is the Chairman of the Company and the Board, since July 31, 2019. Mr. Rishad A. Premji has been a member of the Board since May 2015. He also serves as a member on our Strategy Committee and Administrative and Shareholders/Investors Grievance Committee. Prior to being appointed the Chairman of the Company, he was the Chief Strategy Officer, responsible for shaping Wipro's strategy to drive sustained and profitable growth. Mr. Rishad A. Premji was also responsible for Investor Relations and all government relations activities for the company. As the Chief Strategy Officer, he led Wipro's M&A strategy and conceptualized Wipro Ventures – a \$100 million fund to invest in start-ups developing technologies and solutions that will complement Wipro's businesses with next-generation services and products.

Mr. Rishad A. Premji is on the boards of Wipro Enterprises (P) Limited, a leading player in FMCG and Infrastructure Engineering and Wipro-GE, a joint venture between Wipro Enterprises (P) Limited and General Electric in the healthcare domain. Separately, he is also on the Board of Azim Premji Foundation, one of the largest not-for-profit initiatives in India, which is focused on improving public school education, and works with over 350,000 government schools across seven states in India. Mr. Rishad A. Premji is also on the Board of Azim Premji Philanthropic Initiatives, which provides grants to organizations that contribute to social change.

Mr. Rishad A. Premji was the Chairman of the National Association of Software and Services Companies (NASSCOM), the trade body of India's \$170 billion software industry, for financial year 2018-19.

Prior to joining Wipro Limited in 2007, Mr Rishad A. Premji was with Bain & Company in London, working on assignments across the consumer products, automobile, telecom and insurance industries. He also worked with GE Capital in the US in the insurance and consumer lending space and is a graduate of GE's Financial Management Program.

Mr. Rishad A. Premji has an MBA from Harvard Business School and a BA in Economics from Wesleyan University in the US. In 2014, he was recognized as a Young Global Leader by the World Economic Forum for his outstanding leadership, professional accomplishments, and commitment to society. Mr. Rishad A. Premji is the son of Mr. Azim H. Premji, the Founder Chairman of the Company.

**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. Mr. Premji is the father of Mr. Rishad A. Premji, the Chairman of the Board and the Company.

**Abidali Z. Neemuchwala** is the Chief Executive Officer and Managing Director of the Company, since July 31, 2019. Mr. Neemuchwala has been the Chief Executive Officer of the Company and a member of the Company's Board of Directors since February 1, 2016. He also serves as a member on our Strategy Committee. Previously, he served as Group President and Chief Operating Officer of the Company with effect from April 1, 2015. As the Chief Operating Officer of the Company, Mr. Neemuchwala spearheaded several initiatives that helped create a more nimble and agile organization, and accelerated Wipro's ability to not only respond to customers in the digital age, but also ensure deeper employee engagement.

Mr. Neemuchwala has spent 28 years in the IT services industry, with deep operational knowledge and broad strategic insight in building and scaling businesses. Mr. Neemuchwala is an advocate of change and believes simplification of processes, belief in people and customer centricity is the key to success. Mr. Neemuchwala's career includes a 23-year tenure in Tata Consultancy Services. Mr. Neemuchwala has played roles in the industry through its multiple evolutions, where he handled multiple executive roles across business, technology, sales, operations and consulting. Mr. Neemuchwala has been recognized with multiple industry awards and sits on boards of industry and community forums such as the World Affairs Council of Dallas Fort Worth, Texas Economic Development Corporation and is also a member of its CEO Council. He is very passionate about community service and champions diversity and inclusion in the workplace. Mr. Neemuchwala was recognized as the BPO CEO of the year in 2010. In year 2012, he was recognized for his contribution to the IT services industry by the Shared Services Organization of IPOC and was felicitated with the distinguished alumni award from his alma mater Indian Institute of Technology ("IIT") Bombay in 2019. Mr. Neemuchwala has a Master's Degree in Industrial Management from the IIT, Bombay and a bachelor's Degree in Electronics and Communication from the National Institute of Technology, Raipur.

**William Arthur Owens** has served as a director on our Board since July 2006. He currently serves as the Chairman of our Board Governance, Nomination and Compensation Committee, and serves as the Chairman of our Strategy Committee. He has held a number of senior leadership positions at large multinational corporations. Mr. Owens served as the Chairman of the Board of CenturyLink from July 2009 to May 2017. He is also the Executive Chairman of Red Bison Advisory Group ("RBAG"). RBAG is a company in the natural resources (oil, gas and fertilizer plants) and information and communication technology sectors. Mr. Owens is also the executive chairman of RedBison technology group, which provides high-speed telecom networks for major office buildings and residential buildings. Mr. Owens previously served as the Chairman of AEA Investors (Asia) from April 2006 to December 2015 and has served as Managing Director, Chairman and Chief Executive Officer of AEA Holdings Asia, a New York private equity company at various times during that period. Mr. Owens also served as Vice Chairman of the New York Stock Exchange, Asia from June 2012 to June 2014, as well as Chief Executive Officer and Vice Chairman of the Board of Directors of Nortel Networks Corporation, a global supplier of communications equipment from April 2004 to November 2005. Prior to that, Mr. Owens served as Chairman and Chief Executive Officer of Teledesic LLC, a satellite communications company from August 1998 to April 2004. During that same period, Mr. Owens also served as Chairman and Chief Executive Officer of Teledesic LLC's affiliated company, Teledesic Holdings Ltd. Mr. Owens was President, Chief Operating Officer and Vice Chairman of Science Applications International Corporation from June 1996 to August 1998. Mr. Owens was a career officer in the U.S. Navy where he served as commander of the U.S. Sixth Fleet in 1990 and 1991, and as senior military assistant to Secretaries of Defense Frank Carlucci and Dick Cheney. Mr. Owens' military career culminated in his position as Vice Chairman of the Joint Chiefs of Staff where he had responsibility for the reorganization and restructuring of the armed forces in the post-Cold War era. Mr. Owens is widely recognized for bringing commercial high technology into the U.S. Department of Defense for military applications and as the architect of the Revolution in Military Affairs, an advanced systems technology approach to military operations. Mr. Owens is also a member of several philanthropic and private company boards. Mr. Owens was a member of the Board of Directors of Daimler Chrysler AG from November 2003 to April 2009, Embarq Corporation from May 2006 to July 2009 and Nortel Networks Corporation from February 2002 to November 2005. Mr. Owens is a director of the following private companies: Knowlabs, Tethr Prism, and Versium.

Mr. Owens is on the advisory board of the following private companies: Carillon Technologies, Healthmine, Platform Science, Sarcos, Sierra Nevada Corporation and Vodi. Mr. Owens is on the board of trustees at East West Institute, Seattle University, and an advisor to the Center for State-led National Debt Solutions which aims to establish a balanced budget amendment to the U.S. Constitution. He is also a member of the Council of Foreign Relations. Mr. Owens holds an M.B.A. (Honors) degree from George Washington University, a B.S. in Mathematics from the U.S. Naval Academy and a B.A. and M.A. in Politics, Philosophy and Economics from Oxford University.

**M. K. Sharma** became a director of the Company in July 2011. Mr. Sharma is the Chairman of our Audit, Risk and Compliance Committee and Administrative and Shareholders/Investors Grievance Committee. Mr. Sharma is also a member of our Board Governance, Nomination and Compensation Committee. Mr. Sharma served as Vice Chairman of Hindustan Lever Limited (now Hindustan Unilever Limited) from 2000 to 2007. Mr. Sharma served as a full-time director of Hindustan Unilever Limited from 1995 to 2000. Mr. Sharma is on the board of the Indian School of Business, Hyderabad and serves as a Governor of Anglo Scottish Education Society Limited, Mumbai. Mr. Sharma is Chairman and member of the National Management Committee and a Trustee of Indian Cancer Society. Mr. Sharma is currently the non-executive Chairman of United Spirits Limited and Atria Convergence Technologies Limited and was formerly the non-executive Chairman of ICICI Bank Limited from 2015 to 2018. Mr. Sharma is the Chairman of the Audit Committee of Asian Paints Limited and Atria Convergence Technologies Limited and a member of the Audit Committee of United Spirits Ltd. Mr. Sharma is also a member of the Nomination and Remuneration Committee of Asian Paints Limited. He is on the board of Ambuja Cements Limited since April 2019. Since June 2019, Mr. Sharma is on the board of Vedanta Ltd and is a member of their Audit and Nomination and Remuneration Committee and is Chairman of their CSR Committee. He also serves on the board of BIC-Cello India Private Limited, East India Investment Co. Pvt. Limited and Gwalior Webbing Co. Pvt. Limited.

Mr. Sharma holds a Bachelor's Degree in Arts and Bachelors of Law Degree from Canning College University of Lucknow. He completed a post-graduate diploma in Personnel Management from the Department of Business Management, University of Delhi and Diploma in Labour Laws from Indian Law Institute, Delhi. In 1999, he was nominated to attend the Advance Management Program at Harvard Business School.

**Ireena Vittal** became a director of the Company in October 2013 and she also serves as a member of our Audit, Risk and Compliance Committee, Strategy Committee and Board Governance, Nomination and Compensation Committee. Ms. Ireena Vittal is among India's most respected consultant and advisor. She was a partner with McKinsey & Co. for 16 years, where she served global companies on issues of growth and sustainable scale-up. Earlier, she worked with Nestle and MaxTouch. She has also co-authored several studies relating to agriculture and urbanization and served government and public institutions to design and implement solutions core to India's development in the areas of inclusive urban development and sustainable rural growth. Ms. Vittal serves as a board member of Titan Company Limited, Godrej Consumer Products Limited, HDFC Limited, Compass Plc and non-profit organizations such as Vidhi Legal, Wateraid and Educate Girls, among others. She is a member of the Audit Committee and Nomination and Remuneration Committee of all the aforementioned companies. Ms. Vittal was on the boards of Cipla Limited until March 2019 and The Indian Hotels Company Limited until August 2019.

Ms. Vittal has a graduate degree in Electronics from Osmania University and has completed her Master's in Business Administration from the Indian Institute of Management, Calcutta.

**Dr. Patrick J. Ennis** became a director of the Company in April 2016. Dr. Ennis has more than 30 years of experience as a scientist, engineer, businessman and venture capitalist. Dr. Ennis serves as a member of our Strategy Committee. He is currently a Venture Partner at Madrona Venture Group. Previously he was Global Head of Technology for Intellectual Ventures where he led start-up incubation and technology commercialization around the world. He was also the founding CTO of Xnova. Previously, he was at ARCH Venture Partners where he built start-ups from universities and national labs. He also held positions with Lucent, AT&T and Bell Labs, and conducted research in Nuclear Physics at labs in North America and Europe. He is an inventor of several patents, has written articles and book chapters and is a frequent invited speaker. Dr. Ennis has served on numerous corporate, educational, and non-profit boards. He earned a PhD and M.S. in Physics from Yale, an M.B.A. from Wharton and a B.S. in Math and Physics from the College of William & Mary where he was elected to Phi Beta Kappa.

**Patrick Dupuis** became a director of the Company in April 2016. He also serves as a member of our Strategy Committee. Currently, Mr. Dupuis serves as advisor and interim executive for private equity firms and their portfolio companies, most recently with Hellman & Friedman, based in San Francisco and Ultimate Software, a leader in HCM SaaS solutions. He is a former officer of global technology platform and payments leader, PayPal Holdings, Inc., where he facilitated the company's listing on Nasdaq in 2015 and its double-digit global expansion, serving as Chief Financial Officer, then SVP for Quality and Productivity. Prior to joining PayPal, Mr. Dupuis was Chief Financial Officer of SITEL Worldwide Corporation, a leader in customer service and Chief Financial Officer of BJC HealthCare, one of the largest non-profit health care organizations in the United States. He started his career in 1984 at General Electric, where he held multiple executive positions over 20 years, including head of GE's famed Audit Staff, Chief Financial Officer of GE Healthcare and General Manager of GE Capital International Services (now, Genpact). Throughout his career, Mr. Dupuis has been an enabler of growth, transformation at scale and organization effectiveness. He is a committed coach and mentor for middle and senior executives. He serves with a number of social and charitable organizations. Mr. Dupuis graduated from the École de Management de Lyon in France.

**Arundhati Bhattacharya** became a director of the Company in January 2019 and also serves as a member of our Audit, Risk and Compliance Committee and Administrative and Shareholders/Investors Grievance Committee. Ms. Bhattacharya has 40 years of rich experience in India's financial sector working across varied roles and multiple national and international locations. Ms. Bhattacharya has a graduate degree in English Literature from Lady Brabourne College, Kolkata and has completed her Master's in English Literature from Jadavpur University, Kolkata. She is also an Associate of the Indian Institute of Bankers. Effective April 2020, Ms. Bhattacharya has been appointed as the Chairperson and Chief Executive Officer for the India operations of Salesforce, USA. During her four years tenure as the first-ever woman Chair of State Bank of India, a Fortune 500 company, she has stamped her imprint on the financial world not just in India but globally as well. Ms. Bhattacharya has expertise and deep understanding of all aspects of banking spanning the domains of credit, forex, treasury, retail operations, mergers and acquisitions, in addition to the capital markets. *Forbes* ranked her 25th in their list of "Most Powerful Women in the World" and 5th in "The Most Powerful Women in Finance" category in 2016. She has also been featured in the *Fortune* List of Top 50 globally most powerful women in business and ranked among the top 5 in the Asia-Pacific region. She was included in the top 100 Global Thinkers in 2014 by *Foreign Policy Magazine* and was one of two Indians on the list. She has been ranked 26th in the fourth edition of *Fortune's* World 50 Greatest Leaders list, making her the only Indian corporate leader to be featured in the list.

**Jatin Pravinchandra Dalal** is the President and Chief Financial Officer of the Company. Mr. Dalal was appointed as Chief Financial Officer of the Company with effect from April 1, 2015 and has served with us in other positions since July 2002. Mr. Dalal holds a Bachelor of Mechanical Engineering degree from National Institute of Technology, Surat and PGDBA (Full time MBA) in Finance with International Business from Narsee Monjee Institute of Management Studies, Mumbai. Mr. Dalal is a qualified Chartered Accountant (CA), India, Cost and Management Account (CMA), India, Chartered Global Management Accountant (CGMA), UK and a Chartered Financial Analyst (CFA), U.S.A. Mr. Dalal is on the NYSE Listed Company Advisory Board at New York Stock Exchange. Mr. Dalal previously worked with General Electric and Lazard between 1999 and 2002.

## Compensation

### Director Compensation

Our Board Governance, Nomination and Compensation Committee determines and recommends to our Board of Directors the compensation payable to our directors. All board-level compensation is subject to approval by our shareholders. Each of our non-executive directors receives an attendance fee per meeting of ₹100,000 (\$1,326.40) for every Board meeting they attend. Our directors are reimbursed for travel and out-of-pocket expenses in connection with their attendance at Board and Committee meetings. Additionally, we also compensate non-executive directors by way of commission, which is limited to a fixed sum payable as approved by the Board subject to a maximum of 1% of the net profits of the Company, in the aggregate, as approved by the shareholders. Further, the non-executive non-independent director is entitled to maintenance of Founder Chairman's office, including an executive assistant at Company's expense and reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per the Company's policy.

The aggregate commission to our non-executive directors for the year ended March 31, 2020 is ₹100.18 million (\$1.33 million). In support of Wipro's humanitarian efforts to combat COVID-19, Mr. Patrick Dupuis, Independent Director, has foregone the commission payable to him for the quarter ended March 31, 2020 and accordingly, the aggregate remuneration to our non-executive directors does not include the same. Wipro will contribute Mr. Dupuis' commission to Wipro Cares for its various COVID-19 related activities as part of its Corporate Social Responsibility Program.

There were no stock options granted to non-executive directors as of March 31, 2020 and the shares held by non-executive directors as of March 31, 2020 are reported elsewhere in this Item 6 under the section titled "Share Ownership".

### Executive Compensation

The annual compensation of our executive directors is approved by our Board Governance, Nomination and Compensation Committee, within the parameters set by the shareholders at the Annual General Meeting of Shareholders. Remuneration of our executive officers, including our executive directors, consists of a fixed component and a variable performance linked incentive. The variable performance linked incentive portion is earned under our Quarterly Performance Linked Scheme. This is a variable pay program for all employees, including executive officers, which is deemed to be part of each employee's salary. Variable payments are made to employees based on the individual or combined performance of the employee's business unit, division or segment, or the Company as a whole. Generally, the profit targets for each department are set quarterly, and payment amounts vary based on actual achievements. These payments are made on a quarterly basis to all employees. While the frequency of payouts for senior management is also quarterly, the amounts are adjusted at the end of the year based on the performance of the full year. Our Chief Executive Officer and Managing Director receives variable payment on an annual basis.

The following table presents the annual and long-term compensation earned, awarded or paid for services rendered for the fiscal year 2020 by our executive officers. For the convenience of the readers, the amounts paid / payable in Indian rupees have been converted into U.S. dollars based on the certified foreign exchange rates published by the Federal Reserve Board of Governors on March 31, 2020 which was ₹75.39 per \$1.

Name	Salary and allowances US\$	Commission/ variable Pay <sup>(1) (2)</sup> US\$	Others US\$	Long-term compensation (Deferred Benefit) US\$ <sup>(5)(6)</sup>	Total US\$
Rishad A. Premji <sup>(3)</sup>	505,853	—	130,573	47,070	683,496
Azim H. Premji <sup>(8)</sup>	19,057	—	95,075	21,639	135,772
Abidali Z. Neemuchwala <sup>(4) (7)</sup>	1,079,986	1,293,332	2,049,833	4,800	4,427,951
Jatin Pravinchandra Dalal <sup>(7)</sup>	289,180	36,092	231,094	33,650	590,016

(1) In view of the current situation caused by COVID-19, uncertainty in business is likely to last for the next few months. To show solidarity with the team in facing the challenge:

- Mr. Azim H. Premji, Founder Chairman, has foregone the profit linked commission payable to him for the relevant period for financial year 2019-2020.



- b) Mr. Rishad A. Premji, Chairman, has foregone the variable pay and profit linked commission payable to him for the relevant period for financial year 2019-2020.

Accordingly, the Board did not determine profit linked commission due to Mr. Azim H. Premji for financial year 2019-2020, variable pay and profit linked commission due to Mr. Rishad A. Premji for financial year 2019-2020 and the remuneration disclosed in the table above does not include the same.

- (2) All executives receive variable pay under a Quarterly Performance Linked Scheme based on key parameters of individual or combined performance of the business unit, division or segment or the Company as a whole.
- (3) Mr. Rishad A. Premji's compensation also included cash bonus (part of his allowances) on an accrual basis, which is payable over a period of time.
- (4) The Company announced on January 31, 2020 that Mr. Abidali Z. Neemuchwala has resigned from the position of Chief Executive Officer and Managing Director due to family commitments and will, however, continue to hold the office of Chief Executive Officer and Managing Director until a successor is appointed. The Board of Directors has, at their meeting held on May 29, 2020, noted the resignation of Mr. Abidali Z. Neemuchwala as the Chief Executive Officer and Managing Director with effect from the end of the day on June 1, 2020. Compensation for the year ended March 31, 2020 includes cost of accelerated vesting of unvested options and variable pay. For further details, see the discussion in "Terms of Employment Arrangements" below.
- (5) Deferred benefits are payable to employees by way of our contribution to the Provident Fund, Pension Fund and 401K Plan as applicable. The Provident Fund is a statutory fund to which the Company and our employees contribute every month. A lump sum payment on separation and a pension payment on attaining the age of superannuation are payable from the balance standing to the credit of the Fund, as per the Employee Provident Fund and Miscellaneous Provisions Act, 1952.
- (6) Under our pension plans, any pension that is payable to an employee is not computed on the basis of final compensation, but on the accumulated pension fund to the credit of the employee as at the date of separation, death, disability or retirement.
- (7) The remuneration of executive officers is computed on an accrual basis. It also includes the amortization of Restricted Stock Units ("RSUs") granted to them, which vest over a period of time. This also includes RSUs that will vest based on performance parameters of the Company.
- (8) The compensation disclosed for Mr. Azim H. Premji is for the period April 1, 2019 to July 30, 2019.

We operate in numerous countries and compensation for our officers and employees may vary significantly from country to country. As a general matter, we seek to pay competitive salaries in all the countries in which we operate.

There were no options granted to Mr. Azim H. Premji and Mr. Rishad A. Premji in fiscal years 2017, 2018, 2019 or 2020. Details of stock options granted to executive directors as of March 31, 2020 and stock options held and exercised by executive officers through March 31, 2020 are reported elsewhere in this Item 6 under the section titled “Share Ownership.”

## Board Composition

Our Articles of Association provide that the minimum number of directors on our Board of Directors shall be four and the maximum number of directors shall be fifteen which may be increased by passing a special resolution of the shareholders. As of March 31, 2020, we had nine directors on our Board. Our Articles of Association provide that at least two-thirds of our directors shall be subject to retirement by rotation. One third of these directors must retire from office at each Annual General Meeting of the Shareholders, but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation and the Chairman of our Board is not subject to retirement by rotation. Accordingly, our Chief Executive Officer and Managing Director, and non-executive non-independent director, are currently subject to retirement by rotation. The position of the terms of all directors are as given below.

Name	Expiration of current term of office	Term of office
Rishad A. Premji	July 30, 2024	5 years
Azim H. Premji	July 30, 2024	5 years
Abidali Z. Neemuchwala <sup>(1)</sup>	January 31, 2021	5 years
William Arthur Owens	July 31, 2022	5 years
M. K. Sharma	June 30, 2021	5 years
Ireena Vittal	September 30, 2023	5 years
Dr. Patrick J. Ennis	March 31, 2021	5 years
Patrick Dupuis	March 31, 2021	5 years
Arundhati Bhattacharya <sup>(2)</sup>	December 31, 2023	5 years

- <sup>(1)</sup> On January 31, 2020, the Company announced that Mr. Abidali Z. Neemuchwala has decided to step down from the position of Chief Executive Officer and Managing Director due to family commitments and that he will continue to hold the office of Chief Executive Officer and Managing Director until a successor is appointed. The Board of Directors has, at their meeting held on May 29, 2020, noted the resignation of Mr. Abidali Z. Neemuchwala as the Chief Executive Officer and Managing Director with effect from the end of the day on June 1, 2020 and accordingly, have agreed to terminate his employment arrangement with effect from the end of the day on June 1, 2020.
- <sup>(2)</sup> The Board of Directors has, at their meeting held on May 29, 2020, noted the resignation of Ms. Arundhati Bhattacharya as an Independent Director with effect from close of business hours on June 30, 2020.

## Terms of Employment Arrangements

Under the Companies Act, 2013, our shareholders must approve the salary, bonus and benefits of all executive directors at an Annual General Meeting of the Shareholders. Each of our executive directors has signed an agreement containing the terms and conditions of employment, including a monthly salary, performance bonus and benefits including vacation, medical reimbursement and pension fund contributions. These agreements have varying terms ranging from two to five year periods, but either we or the executive director may generally terminate the agreement upon six months’ notice to the other party.

The terms of our employment arrangements with Mr. Rishad A. Premji, Mr. Abidali Z. Neemuchwala and Mr. Jatin Pravinchandra Dalal provide for up to a 180-day notice period, up to 21 days of leave per year in addition to statutory holidays, and an annual compensation review. Additionally, these officers are required to relocate as we may determine, and to comply with confidentiality provisions. Service contracts with our executive directors and officers provide for our standard retirement benefits that consist of a pension and gratuity which are offered to all of our employees, but no other benefits upon termination of employment except as mentioned below.

Pursuant to the terms of the employment arrangement with Mr. Abidali Z. Neemuchwala, if his employment is terminated by the Company, the Company is required to pay Mr. Neemuchwala severance pay equivalent to 12 months’ base pay.

We also indemnify our directors and officers for claims brought under any rule of law to the fullest extent permitted by applicable law.

Among other things, we agree to indemnify our directors and officers for certain expenses, judgments, fines and settlement amounts incurred by any such person in any action or proceeding, including any action by or in the right of the Company, arising out of such person’s services as our director or officer, including claims which are covered by the director’s and officer’s liability insurance policy taken by the Company.

On January 31, 2020, the Company announced that Mr. Neemuchwala would be resigning due to his family commitments. Mr. Neemuchwala will continue to hold the office of Chief Executive Officer and Managing Director until a successor is appointed for a smooth transition. In appreciation of his services, and to facilitate a smooth transition and to ensure business continuity as usual, the Company has agreed that Mr. Neemuchwala would receive acceleration with respect to an aggregate of 960,000 unvested ADSs granted to Mr. Neemuchwala. In addition, he will be paid variable pay for the year ended March 31, 2020 within the range of remuneration approved by the shareholders, as may be determined by the

Board of Directors. Pursuant to the resignation of Mr. Neemuchwala, the Company and Mr. Neemuchwala have agreed to terminate his employment arrangement with effect from the end of the day on June 1, 2020.

## **Board Committee Information**

### **Audit, Risk and Compliance Committee**

The Audit, Risk and Compliance Committee of our Board reviews, acts on and reports to our Board of Directors with respect to various auditing and accounting matters. The primary responsibilities include overseeing:

- Auditing and accounting matters, including recommending the appointment of our independent auditors to the shareholders;
- Compliance with legal and statutory requirements;
- Integrity of the Company's financial statements, discussions with the independent auditors regarding the scope of the annual audits, and fees to be paid to the independent auditors;
- Performance of the Company's internal audit function, independent auditors and accounting practices;
- Review of related party transactions and functioning of whistle blower mechanism;
- Implementation of the applicable provisions of the Sarbanes Oxley Act of 2002 (the "**Sarbanes Oxley Act**"), including review of the progress of internal control mechanisms to prepare for certification under Section 404 of the Sarbanes Oxley Act;
- Evaluation of internal financial controls, risk management systems and policies including review of cyber-security; and.
- Review of utilization of loans and advances from, and investment by, the Company in its subsidiaries exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower, including existing loans, advances and investments.

All members of our Audit, Risk and Compliance Committee are independent non-executive directors who are financially literate. The Chairman of our Audit, Risk and Compliance Committee has accounting and related financial management expertise.

Independent auditors as well as internal auditors have independent meetings with the Audit, Risk and Compliance Committee and also participate in the Audit, Risk and Compliance Committee meetings.

Our Chief Financial Officer and other corporate officers make periodic presentations to the Audit, Risk and Compliance Committee on various issues.

The Audit, Risk and Compliance Committee is comprised of the following three non-executive directors:

Mr. M. K. Sharma – Chairman

Ms. Ireena Vittal and Ms. Arundhati Bhattacharya – Members

During the year ended March 31, 2020, our Audit, Risk and Compliance Committee held five meetings. The charter of the Audit, Risk and Compliance Committee is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com).

### **Board Governance, Nomination and Compensation Committee**

The Board Governance, Nomination and Compensation Committee reviews, acts on and reports to our Board of Directors with respect to various governance, nomination and compensation matters. The primary responsibilities include:

- Developing and recommending to the Board corporate governance guidelines applicable to the Company;
- Evaluating the Board on a continuing basis, including an assessment of the effectiveness of the full Board, operations of the Board Committees and contributions of individual directors;
- Establishing policies and procedures to assess the requirements for induction of new members to the Board;

- Implementing policies and processes relating to corporate governance principles;
- Ensuring that appropriate procedures are in place to assess Board membership needs and Board effectiveness;
- Reviewing the Company's policies that relate to matters of corporate social responsibility ("CSR"), including public issues of significance to the Company and its shareholders;
- Formulating the Disclosure Policy, its review and approval of disclosures;
- Approving and evaluating the compensation plans, policies and programs for full-time directors and senior management;
- Acting as Administrator of the Company's Employee Stock Option Plans and Employee Stock Purchase Plans drawn up from time to time; and
- Reviewing and recommending of all remuneration, in whatever form, payable to senior management.

Our Head of Human Resources makes periodic presentations to the Board Governance, Nomination and Compensation Committee on compensation reviews and performance linked compensation recommendations. All members of the Board Governance, Nomination and Compensation Committee are independent non-executive directors. The Board Governance, Nomination and Compensation Committee is the apex body that oversees our CSR policy and programs. The Board Governance, Nomination and Compensation Committee is comprised of the following three non-executive directors:

Mr. William Arthur Owens – Chairman

Mr. M. K. Sharma and Ms. Ireena Vittal – Members

During the year ended March 31, 2020, our Board Governance, Nomination and Compensation Committee held five meetings. The charter of the Board Governance, Nomination and Compensation Committee is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com).

### Strategy Committee

The Strategy Committee reviews, acts on and reports to our Board of Directors with respect to various strategic matters. The primary responsibilities of the Strategy Committee are:

- Making recommendations to the Board relating to the Company's mission, vision, strategic initiatives, major programs and services;
- Ensuring management has established an effective strategic planning process, including development of a three to five year strategic plan with measurable goals and time targets;
- Annually reviewing the strategic plan for the Company and/or for each division and entity as well and recommending updates to the Board;
- Establishing criteria for management to evaluate potential strategic investments, reviewing proposals for acquisition or divestment opportunities for the Company and making appropriate recommendations to the Board, and reviewing post-transaction integration matters; and
- Monitoring the Company performance against measurable targets (e.g. market share, increase in revenue, or Operating Margin) or progress points (such as emerging technologies).

The Strategy Committee is comprised of the following seven directors:

Mr. William Arthur Owens – Chairman

Mr. Azim H. Premji, Mr. Abidali Z. Neemuchwala, Mr. Rishad A. Premji, Dr. Patrick J Ennis, Mr. Patrick Dupuis and Ms. Ireena Vittal – Members

During the year ended March 31, 2020, our Strategy Committee held three meetings.

### **Administrative and Shareholders/Investors Grievance Committee (also known as Stakeholders Relationship Committee)**

The Administrative and Shareholders/Investors Grievance Committee reviews, acts on and reports to our Board of Directors with respect to various matters relating to stakeholders. The primary responsibilities include:

- Redressal of grievances of the shareholders of the Company pertaining to transfer or transmission of shares, non-receipt of annual report and declared dividends, issue of new or duplicate share certificates, and grievances pertaining to corporate actions;
- Approving consolidation, split or sub-division of share certificates, transmission of shares, issue of duplicate share certificates, re-materialization of shares;
- Reviewing the grievance redressal mechanism implemented by the Company in coordination with Company's Registrar and Transfer Agent ("RTA") from time to time;
- Reviewing the measures taken by the Company for effective exercise of voting rights by shareholders;
- Implementing and overseeing the procedures and processes in handling and maintenance of records, transfer of securities and payment of dividend by the Company, RTA and dividend processing bank;
- Reviewing the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants, annual reports and statutory notices by the shareholders of the Company.
- Overseeing administrative matters like opening and closure of Company's bank accounts, grant and revocation of general, specific and banking powers of attorney; and
- Considering and approving allotment of equity shares pursuant to exercise of stock options, setting up branch offices and other administrative matters as delegated by Board from time to time.

The Committee is comprised of the following three Directors:

Mr. M. K. Sharma – Chairman

Mr. Rishad A Premji and Ms. Arundhati Bhattacharya – Members

During the year ended March 31, 2020, our Administrative and Shareholders/Investors Grievance Committee held four meetings. The charter of the Administrative and Shareholders/Investors Grievance Committee is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com).

### **Employees**

As of March 31, 2018, 2019 and 2020, we and our subsidiaries had more than 160,000, 170,000 and 175,000 employees, respectively. As of March 31, 2018, 2019 and 2020, more than 35,000, 38,000 and 41,000 of these employees were located outside India. We have increasingly focused on localization. For example, the percentages of the localization of employees in the United States were 57.4%, 63.7% and 69.0% as of March 31, 2018, 2019 and 2020, respectively. Highly trained and motivated people are critical to the success of our business. To achieve this, we focus on attracting and retaining the best people possible. A combination of strong brand name, a congenial working environment and competitive compensation programs enables us to attract and retain these talented people.

Our relationship with employees and employee groups are based on mutual trust and respect and we continue to maintain the same spirit at all times.

### **Recruiting**

We hire entry level graduates from both the top engineering and management universities, as well as experienced lateral hires through employee referral programs, advertisements, job boards, placement consultants, our website postings and walk-ins. To facilitate employee growth within the Company, all new openings are first offered to our existing employees. The nature of work, skill sets requirements and experience levels are highlighted to the employees. Applicants undergo the evaluation and, if selected, get assigned to new roles.

## **Training**

Each of our new entry level recruits must attend an intensive training program that is tailored to their area of technology and domain as well as attend behavioral skills programs. We also have a continuing education program that encourages each IT professional to attend continuing education classes to improve their understanding and competency with new technologies, domain, process, as well as to develop leadership and personal self-development skills. We supplement our continuing education program for existing employees by sponsoring special programs at leading educational institutions, such as the Birla Institute of Technology and Science, Pilani and Symbiosis International University, Pune and others to provide special skill set training in areas such as advanced technology, management, business and project management skills to any of our IT professionals who meet the eligibility criteria of these Institutes, as part of our flagship work integrated learning programs.

## **Performance Evaluations**

Our employees receive written performance objectives that they develop in conjunction with their respective managers. They are measured against these criteria quarterly as well as annually in a formal review process which includes self-reviews and manager feed-forward discussions. There is also a 360-degree feedback for leadership qualities, where managers do a self-assessment in addition to being provided feedback by their managers, peers/co-workers, team members and internal customers. This feedback is integrated into their performance evaluation. Appropriate development plans and interventions are then charted out based on discussion between manager and employee. Differentiation of high performers is ensured in relevant talent management processes.

## **Compensation**

We continually strive to provide our employees with competitive and innovative compensation packages. Our employee compensation is based on total rewards. Our pay mix comprises of: fixed pay, benefits, variable pay, retirals, health insurance and long-term incentives (equity pay). We measure our compensation packages against industry standards and seek to match or exceed them. We have adopted stock incentive plans over the years, like our employee stock purchase plan in 1984, employee stock option plans, adopted in 1999 and 2000, and restricted stock unit option plans, in 2004, 2005 and 2007, and the Wipro Equity Reward Trust employee stock purchase plan, in 2013, as part of the Company's compensation program. We have devised both business unit performance and individual performance linked incentive programs that we believe more accurately links performance and compensation for each employee. For example, we link variable compensation for senior managers with their corresponding business unit's quarterly performance of financial and customer objectives. In addition to fixed and variable compensation, we have also introduced performance-based long-term incentive plans. For example, we have performance-based RSU plans that will vest based on the performance parameters of the Company.

## **Share Ownership**

The following table sets forth, as of March 31, 2020, for each director and executive officer, the total number of equity shares, ADSs and vested and unexercised options to purchase equity shares and ADSs exercisable within 60 days of March 31, 2020. Beneficial ownership is determined in accordance with the rules of the SEC. All information with respect to the beneficial ownership of any principal shareholder has been furnished by such shareholder and, unless otherwise indicated below, we believe that persons named in the table have sole voting and sole investment power with respect to all the shares shown as beneficially owned. The number of shares beneficially owned includes equity shares, equity shares underlying ADSs and the shares subject to vested options that are currently exercisable or exercisable within 60 days of March 31, 2020. Our directors and executive officers do not have a differential voting right with respect to their equity shares, ADSs, or options to purchase equity shares or ADSs. For the convenience of the readers, the stock option grant price has been translated into U.S. dollars based on the certified foreign exchange rates published by Federal Reserve Board of Governors on March 31, 2020, which was ₹75.39 per \$1. The share numbers and percentages listed below are based on 5,713,357,390 equity shares outstanding as of March 31, 2020.

Name	Equity Shares beneficially owned	Percentage of Total Equity Shares Outstanding	Equity Shares Underlying Options Granted	Exercise Price (US\$)	Date of expiration
Azim H Premji <sup>(1)</sup>	4,229,945,033	74.04	—	—	—
Abidali Z. Neemuchwala <sup>(4)</sup>	839,688**	*	320,000	0.03	June 2020
			240,000	0.03	June 2020
			400,000	0.03	June 2020
Rishad A Premji	1,738,057***	*	—	—	—
M. K. Sharma	—	—	—	—	—
William Arthur Owens	—	—	—	—	—
Ireena Vittal	—	—	—	—	—
Patrick Dupuis	—	—	—	—	—
Patrick J. Ennis	—	—	—	—	—
Arundhati Bhattacharya	—	—	—	—	—
Jatin Pravinchandra Dalal <sup>(2)(3)</sup>	160,821****	*	120,000	0.03	November 2021
			48,000	0.03	August 2022
			122,500	0.03	December 2022
			80,000	0.03	August 2023
			52,500	0.03	August 2024

- (1) Includes 938,946,043 shares held by Hasham Traders (a partnership firm), of which Mr. Azim H. Premji is a partner, 1,127,392,315 shares held by Prazim Traders (a partnership firm), of which Mr. Premji is a partner, 1,143,118,360 shares held by Zash Traders (a partnership firm), of which Mr. Azim H. Premji is a partner, 1,425,034 shares held by Hasham Investment and Trading Company Pvt. Ltd., of which Mr. Azim H. Premji is a director, 757,398,687 shares held by Azim Premji Trust, of which Azim Premji Trustee Company Private Limited is the trustee company, of which Mr. Azim H. Premji is a director and sole shareholder, and 241,913,816, shares held jointly by Mr. Azim H. Premji and members of his immediate family. In addition, 19,750,778 shares are held by Azim Premji Philanthropic Initiatives Private Limited. Mr. Premji disclaims beneficial ownership of 19,750,778 shares held by Azim Premji Philanthropic Initiatives Private Limited and 757,398,687 shares held by Azim Premji Trust.
- (2) The equity shares beneficially owned include vested and unexercised options to purchase equity shares exercisable within 60 days of March 31, 2020.
- (3) The equity shares underlying options granted include options that will vest based on performance parameters of the Company.
- (4) Share ownership includes accelerated vesting of unvested options in connection with Mr. Abidali Z. Neemuchwala's resignation as Chief Executive Officer and Managing Director with effect from June 1, 2020. For further details, see the discussion in "Terms of Employment Arrangements" above.
- \* Represents less than 1% of the total equity shares outstanding as of March 31, 2020.
- \*\* Represents ADSs having equivalent underlying equity shares, acquired pursuant to exercise of stock options.
- \*\*\* Equity shares held by Mr. Rishad A. Premji are jointly with his relative and included in shareholding of Mr. Azim H. Premji.
- \*\*\*\* Includes equity shares held jointly by Mr. Jatin Pravinchandra Dalal and a member of his immediate family.

## Employee Stock Option Plans

We have various employee stock option and restricted stock unit option plans (collectively referred to as "**stock option plans**"). Our stock option plans provide for grants of options to eligible employees and directors. Our stock option plans are administered by our Board Governance, Nomination and Compensation Committee (the "**Committee**") appointed by our Board of Directors. The Committee has the sole power to determine the terms of the units granted, including the exercise price, selection of eligible employees and directors, the number of equity shares to be covered by each option, the vesting and exercise periods, and the form of consideration payable upon such exercise. In addition, the Committee has the authority to amend, suspend or terminate the stock option plan with the approval of the shareholders, provided that no such action may adversely affect the rights of any participant under the plan.

Our stock option plan generally does not allow for the transfer of options and only the optionee may exercise an option during his or her lifetime. The vesting period for the options under the stock option plans range from 12 months to a maximum of 60 months. An optionee generally must exercise any vested options within a prescribed period as per the respective stock option plans generally before the termination date of the stock option plan. A participant must exercise any vested options prior to termination of services with us or within a specified post-separation period ranging from seven days to six months from the date of the separation, depending on the reason for separation. If an optionee's termination is due to death, disability or retirement, his or her option will fully vest and become exercisable.



The salient features of our stock plans are as follows:

<b>Name of plan</b>	<b>Number of options<sup>(1)</sup></b>	<b>Range of exercise prices<sup>(1)</sup></b>		<b>Effective date</b>	<b>Termination date</b>	<b>Other remarks</b>
Wipro Employee Stock Option Plan 2000 (2000 Plan)	747,474,747	₹	171 - 490	July 27, 2000	July 26, 2020	—
Wipro ADS Restricted Stock Unit Plan (WARSUP 2004 plan)	59,797,979	US\$	0.03	June 11, 2004	—	Perpetual until the options are available for grant under the plan
Wipro employee Restricted Stock Unit Plan 2005 (WSRUP 2005 plan)	59,797,979	₹	2	July 21, 2005	—	Perpetual until the options are available for grant under the plan
Wipro employee Restricted Stock Unit Plan 2007 (WSRUP 2007 plan)	49,831,651	₹	2	July 18, 2007	—	Perpetual until the options are available for grant under the plan
Wipro Equity Reward Trust Employee Stock Purchase Plan, 2013	39,546,197	₹	2	May 30, 2013	May 29, 2023	—

(1) Subject to adjustment for corporate action from time to time.

Please also refer to Note 30 of our Notes to Consolidated Financial Statements.

#### **Wipro Equity Reward Trust (“WERT”)**

We established the WERT, in 1984 to allow our employees to acquire a greater proprietary stake in our success and growth, and to encourage our employees to continue their association with us. The WERT, which is administered by a Board of Trustees, is designed to give eligible employees the right to receive restricted shares and other compensation benefits at the times and on the conditions that we specify. Such compensation benefits include voluntary contributions, loans, interest and dividends on investments in the WERT and other similar benefits.

Shareholders have, through a postal ballot dated April 19, 2013, approved the issuance of additional shares, in one or more tranches, to the WERT. The Board has the discretion to determine the timing and allotment of such shares, and as of March 31, 2020 has not approved the issuance of additional shares pursuant to the enabling resolution approved by the shareholders. Pursuant to approval by the shareholders at their meeting held in July 2014, the Company is authorized to transfer shares from the WERT to employees on exercise of vested Indian RSUs.

During the year ended March 31, 2020, 4,607,772 shares have been transferred by WERT to eligible employees on exercise of stock options.

## Item 7. Major Shareholders and Related Party Transactions Major Shareholders

The following table sets forth certain information regarding the beneficial ownership of our equity shares as of March 31, 2020, of each person or group known by us to own beneficially 5% or more of our outstanding equity shares.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to such shares. Shares subject to vested options that are currently exercisable or exercisable within 60 days of March 31, 2020, are deemed to be outstanding or to be beneficially owned by the person holding such options for the purpose of computing the percentage ownership of such person, but are not deemed to be outstanding or to be beneficially owned for the purpose of computing the percentage ownership of any other person. All information with respect to the beneficial ownership of any principal shareholder has been furnished by such shareholder and, unless otherwise indicated below, we believe that persons named in the table have sole voting and sole investment power with respect to all the shares shown as beneficially owned, subject to community property laws, where applicable. The number of shares and percentage ownership are based on 5,713,357,390 equity shares outstanding as of March 31, 2020.

Name of Beneficial Owner	Class of Security	Number of Shares Beneficially Held as of March 31, 2020	% of Class of Total Shares Outstanding
Azim H. Premji <sup>(1)</sup>	Equity	4,229,945,033 <sup>(2)</sup>	74.04
Hasham Traders	Equity	938,946,043 <sup>(2)</sup>	16.43
Prazim Traders	Equity	1,127,392,315 <sup>(2)</sup>	19.73
Zash Traders	Equity	1,143,118,360 <sup>(2)</sup>	20.01
Azim Premji Trust	Equity	757,398,687 <sup>(2)</sup>	13.26

(1) Includes 938,946,043 shares held by Hasham Traders (a partnership firm), of which Mr. Azim H. Premji is a partner, 1,127,392,315 shares held by Prazim Traders (a partnership firm), of which Mr. Premji is a partner, 1,143,118,360 shares held by Zash Traders (a partnership firm), of which Mr. Azim H. Premji is a partner, 1,425,034 shares held by Hasham Investment and Trading Company Pvt. Ltd., of which Mr. Azim H. Premji is a director, 757,398,687 shares held by Azim Premji Trust, of which Azim Premji Trustee Company Private Limited is the trustee company, of which Mr. Azim H. Premji is a director and sole shareholder, and 24,19,13,816 shares held jointly by Mr. Azim H. Premji and members of his immediate family. In addition, 19,750,778 shares are held by Azim Premji Philanthropic Initiatives Private Limited. Mr. Premji disclaims beneficial ownership of 19,750,778 shares held by Azim Premji Philanthropic Initiatives Private Limited and 757,398,687 shares held by Azim Premji Trust.

(2) This information is derived from a Schedule 13G/A that was filed with the SEC on February 13, 2020.

Our ADSs are listed on the New York Stock Exchange. Each ADS represents one equity share of par value ₹2 per share. Our ADSs are registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 and, as of March 31, 2020, 2.45% of the Company's equity shares are held through ADSs by approximately 10,400 holders of record. As of March 31, 2020, approximately 97.55% of the Company's equity shares are held by 511,880 holders.

Our equity shares can be held by Foreign Institutional Investors ("FIIs") and Non-Resident Indians ("NRIs") who are registered with SEBI, and the RBI. As of March 31, 2020, about 8.5% of the Company's equity shares were held by these FIIs, NRIs, Foreign Nationals and FPIs some of which may be residents or corporate entities registered in the United States and elsewhere. We are unaware of whether FIIs and/or NRIs hold our equity shares as residents or as corporate entities registered in the United States.

Our major shareholders do not have differential voting rights with respect to their equity shares. To the best of our knowledge, we are not owned or controlled directly or indirectly by any government or by any other corporation. We are not aware of any arrangement, the operation of which may at a subsequent date result in a change in control, of our Company.

## Related Party Transactions

*Terms of Employment Arrangements and Indemnification Agreements:* We are a party to various employment and indemnification agreements with our directors and executive officers. See "Terms of Employment Arrangements" under Item 6 of this Annual Report for a description of the agreements that we have entered into with our directors and executive officers.

*Related parties:* For details and summary of transactions with related parties, please refer to Note 32 to the Consolidated Financial Statements.

## **Item 8. Financial Information**

### **Consolidated Statements and Other Financial Information**

Please refer to the following Consolidated Financial Statements and the Auditor's Report under Item 18 in this Annual Report for the fiscal year ended March 31, 2020:

- Report of the independent registered public accounting firms;
- Consolidated Statements of Financial Position as of March 31, 2019 and 2020;
- Consolidated Statements of Income for the years ended March 31, 2018, 2019 and 2020;
- Consolidated Statements of Comprehensive Income for the years ended March 31, 2018, 2019 and 2020;
- Consolidated Statements of Changes in Equity for the years ended March 31, 2018, 2019 and 2020;
- Consolidated Statements of Cash Flows for the years ended March 31, 2018, 2019 and 2020; and
- Notes to the Consolidated Financial Statements.

The financial statements of the Company included in this Annual Report on Form 20-F have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

### **Export Revenue**

For the years ended March 31, 2018, 2019 and 2020, we generated ₹503,260 million, ₹558,061 million and ₹583,243 million, or 92%, 95% and 95% of our total segment revenues of ₹546,349 million, ₹589,060 million and ₹613,401 million, respectively, from the export of our products and rendering of services to customers outside of India.

### **Legal Proceedings**

Please see the section titled "Legal Proceedings" under Item 4 of this Annual Report for this information.

### **Dividends**

Public companies in India typically pay cash dividends even though the amount of such dividends varies from company to company. Under Indian laws, a corporation can pay dividends upon a recommendation by the Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not increase the amount of the dividend recommended by the Board of Directors. Under the Companies Act, 2013, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits of previous fiscal years. The Companies Act, 2013 contains specific conditions for declaration of dividend out of reserves. The Companies (Declaration and Payment of Dividend) Rules, 2014 (the "**Dividend Rules**") also clarify that if there is an inadequacy or absence of profits in any year, a company can declare dividend out of surplus subject to compliance of certain conditions as prescribed in the Dividend Rules. Further, as per the revised provisions notified through Companies (Amendment) Act, 2017, the Board of Directors may, subject to certain conditions, declare interim dividend during any financial year or at any time during the period from closure of financial year until the holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend.

Although we have no current intention to discontinue dividend payments, we cannot assure you that any future dividends will be declared or paid or that the amount thereof will not be decreased. Holders of ADSs will be entitled to receive dividends payable on equity shares represented by such ADSs. Cash dividends on equity shares represented by ADSs are paid to the Depository in rupees and are generally converted by the Depository into U.S. dollars and distributed, net of depositary fees, taxes, if any, and expenses, to the holders of such ADSs.

The Board-approved dividend distribution policy is available on the corporate governance page of the Company's website at [www.wipro.com](http://www.wipro.com).

## Significant Changes

None.

## Item 9. The Offer and Listing

Our equity shares are traded on the BSE and the NSE (together, the “**Indian Stock Exchanges**”). Our ADSs, as evidenced by American Depositary Receipts, or ADRs, are traded in the U.S. on the New York Stock Exchange, (“**NYSE**”), under the ticker symbol “WIT”. Each ADS represents one equity share. Our ADSs began trading on the NYSE on October 19, 2000.

As of March 31, 2020, we had 5,713,357,390 issued and outstanding equity shares. As of March 31, 2020, there were approximately 10,400 record holders of ADRs evidencing 139,730,878 equivalent ADSs equity shares. As of March 31, 2020, there were 511,880 record holders of our equity shares listed and traded on the Indian Stock Exchanges.

## Plan of Distribution

Not applicable.

## Markets

Our equity shares are traded on the BSE, NSE, and our ADSs began trading in the United States on the NYSE on October 19, 2000.

## Trading Practices and Procedures on the Indian Stock Exchanges

Trading on both the BSE and NSE is accomplished on electronic trading platforms. Trading is done on a two-day fixed settlement basis on all of the exchanges. Any outstanding amount at the end of the settlement period is settled by delivery and payment. However, institutional investors are not permitted to ‘net out’ their transactions and must trade on a delivery basis.

Orders can be entered with a specified term of validity that may last until the end of the session, day or settlement period. Dealers must specify whether orders are for a proprietary account or for a client. The Indian Stock Exchanges specify certain margin requirements for trades executed on the exchange, including margins based on the volume or quantity of exposure that the broker has on the market, as well as market-to-market margins payable on a daily basis for all outstanding trades. Trading on the Indian Stock Exchanges normally takes place from 9:15 a.m. to 3:30 p.m. on all weekdays, except holidays. The Indian Stock Exchanges do not permit carry forward trades. They have separate margin requirements based on the net exposure of the broker on the exchange. The Indian Stock Exchanges also have separate online trading systems and separate clearing houses.

The stock exchanges in India now operate on a trading day plus two, or T+2 rolling settlement systems. At the end of the T+2 period, obligations are settled with buyers of securities paying for and receiving securities, while sellers transfer and receive payment for securities.

In order to contain the risk arising out of the transactions entered into by the members in various securities either on their own account or on behalf of their clients, the largest exchanges have designed risk management procedures, which include compulsory prescribed margins on the individual broker members, based on their outstanding exposure in the market, as well as stock specific margins from the members. There are generally no restrictions on price movements of any security on any given day. In order to restrict abnormal price volatility, SEBI has instructed the stock exchanges to apply the following price bands, calculated at the previous day’s closing price as follows.

## Index Based Market Wide Circuit Breaker

Market-wide circuit breakers are applied to the market for movements by 10%, 15% and 20% for two prescribed market indices; the SENSEX for the BSE and the Nifty for the NSE. If any of these circuit breaker thresholds are reached, trading on all equity and equity derivatives markets nationwide is halted. This circuit breaker brings about a coordinated trading halt in all equity and equity derivative markets nationwide. The market wide circuit breakers would be triggered by movement of either SENSEX or the NSE S&P CNX Nifty whichever is breached earlier. In the event of a 10% movement of either of these indices, there would be a 45 minute market halt if the movement takes place before 1 p.m. In the event the movement takes place at or after 1 p.m. but before 2:30 p.m. there will be a trading halt for 15 minutes. In the event the movement takes place at or after 2:30 p.m. there will be no trading halt at the 10% level and the market will continue trading. If there is a 15% movement of either index, there will be a 1-hour, 45 minute market halt if the movement takes place before 1 p.m. If the 15% trigger is reached at or after 1 p.m. but before 2 p.m., there will be a 45 minute halt. If the 15% trigger is reached on or after 2 p.m. the trading will halt for the remainder of the day. In case of a 20% movement of the index, the trading will be halted for the remainder of the day. The Index circuit breaker limits for 10%, 15% and 20% levels are computed on a daily basis based on the previous day’s closing level of the index rounded off to the nearest tick size.

**Listing**

SEBI has promulgated the SEBI Listing Regulations, which governs listing and disclosure obligations of listed companies. These regulations are amended through issuances of formal amendment notifications by SEBI from time to time. The Indian Stock Exchanges monitor the listed companies under the supervision of SEBI.

**The National Stock Exchange of India Limited**

The estimated aggregate market capitalization of stocks trading on the NSE as of March 31, 2020 was approximately \$1.45 trillion. The clearing and settlement operations of the NSE are managed by its wholly-owned subsidiary, NSE Clearing Limited (“**NSE Clearing**”) (formerly known as the National Securities Clearing Corporation Limited, NSCCL). Funds settlement takes place through designated clearing banks. NSE Clearing interfaces with the depositories on the one hand and the clearing banks on the other to provide delivery versus payment settlement for depository-enabled trades.

**The BSE Limited**

The estimated aggregate market capitalization of stocks trading on the BSE as of March 31, 2020, was approximately \$2.35 trillion. The BSE began allowing online trading in May 1995. Only a member of the stock exchange has the right to trade in the stocks listed on the stock exchange.

**Derivatives**

Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivative exchange or derivative segment of a stock exchange functions as a self-regulatory organization under the supervision of the SEBI.

**Depositories**

The National Securities Depository Limited and Central Depository Services (India) Limited are the two depositories that provide electronic depository facilities for trading in equity and debt securities in India. The SEBI mandates that a company making a public or rights issue or an offer for sale to enter into an agreement with a depository for dematerialization of securities already issued or proposed to be issued to the public or existing shareholders. The SEBI has also provided that the issue and allotment of shares in initial public offerings and/or the trading of shares shall only be in electronic form.

**Securities Transaction Tax**

A brief description of the securities transaction tax and capital gains treatment under Indian law is provided under the section “Taxation” in Item 10.

**Selling Shareholders**

Not applicable.

**Dilution**

Not applicable.

**Expenses of the Issue**

Not applicable.

## **Item 10. Additional Information**

The Company is subject to the Companies Act, 2013, which replaced the prior Indian Companies Act, 1956 (“**Companies Act, 1956**”) effective April 1, 2014. Since the Companies Act, 2013 replaces the Companies Act, 1956, it is unclear where or how case law and practice will evolve, so we cannot predict the costs of compliance, or impact or burden on our resources. On many of the provisions, clarifications are being provided by the MCA, through circulars and notifications effecting modification in rules or notifications or changes in the Companies Act, 2013. Further, various amendments may be periodically introduced through circulars, notifications, or other methods.

### **Share Capital**

Not applicable.

### **Memorandum and Articles of Association**

Set forth below is a brief summary of the material provisions of our Articles of Association and the Companies Act, 2013, all as currently in effect. Wipro Limited is registered under the Indian Companies Act, 1913, which is now superseded by the Companies Act, 2013. We are registered with the Registrar of Companies, located in Karnataka, Bengaluru, India, under the Corporate Identification Number L32102KA1945PLC020800. The following description of our Articles of Association does not purport to be complete and is qualified in its entirety by the amended Memorandum of Association included as an exhibit to the Form 6-K filed with the SEC on February 28, 2019 and the amended Articles of Association included as an exhibit to the Form 6-K filed with the SEC on July 18, 2019. The Memorandum and Articles of Association of the Company is available at [www.wipro.com](http://www.wipro.com).

Our Articles of Association provide that the minimum number of directors shall be four and the maximum number of directors shall be fifteen. As of March 31, 2020, we had nine directors. One third of these directors must retire from office at each Annual General Meeting of the Shareholders. Under the Companies Act, 2013, independent directors are not subject to retirement by rotation. However, no independent director shall hold office for more than two consecutive terms. Under the Companies Act, 2013, an independent director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on the passing of a special resolution and such other compliances as may be required. The Chairman of our Board is not subject to retirement by rotation. Our Articles of Association provide that at least two-thirds of the remaining directors, shall be subject to retirement by rotation. Our Articles of Association do not mandate the retirement of our directors under an age limit requirement. Our Articles of Association do not require our Board members to be shareholders in our Company.

Our Articles of Association provide that any director who has a personal interest in a transaction must disclose such interest, must abstain from voting on such transaction and may not be counted for purposes of determining whether a quorum is present at the meeting.

The remuneration payable to our directors is fixed by the Board Governance, Nomination and Compensation Committee of the Board of Directors and approved by our Board of Directors in accordance with the provisions of the Companies Act, 2013, and the rules and regulations prescribed by the GoI.

At the Annual General Meeting held on July 16, 2019, our shareholders approved certain amendments to the Articles of Association included as an exhibit to the Form 6-K filed with the SEC on July 18, 2019.

### **Objects and Purposes of Our Memorandum of Association**

The following is a summary of our existing objects as set forth in Section 3 of our Memorandum of Association:

- 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 and Web enabled services, transaction processing, fulfillment services, business support services including but not limited to providing financial and related services such as billing services, processing services, database services, data entry business marketing services, business information and management services, training and consultancy services to businesses, organizations, firms, corporations, trusts, local bodies, states, governments and other entities; establishing and operating service processing centers for providing services for back office and processing requirements, marketing, sales and 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 and communicating to and on behalf of overseas customers by voice, data image or letters using dedicated international private lines to handle business process management, remote help desk management; and remote management.
- To carry on business in India and elsewhere as a manufacturer, assembler, designer, builder, seller, buyer, exporter, importer, factors, agents, hirers and dealers of computer hardware and software and any related aspects thereof.

- To carry on all or any of the business of soap and candle makers, tallow merchants, chemists, druggists, dry salters, oil-merchants, manufacturers of dyes, paints, chemicals and explosives and manufacturers of and dealers in pharmaceutical, chemical, medicinal and other preparations or compounds, perfumery and proprietary articles and photographic materials and derivatives and other similar articles of every description.
- To carry on business as manufacturers, sellers, buyers, exporters, importers, and dealers of fluid power products.
- To carry on the business of extracting, manufacturing and dealing in hydrogenated vegetable oil.
- To carry on the business of providing solutions for water treatment including but not limited to ultra-pure water, waste water treatment, water reuse, desalination and related activities.
- To carry on the business of renewable energy systems and food and agricultural product processing and related industries.
- To carry on any other trade or business whatsoever as can in the opinion of us be advantageously or conveniently carried on by us.

Effective March 31, 2013, the consumer care and lighting, infrastructure engineering and other non-IT business segments (collectively, the “**Diversified Business**”) were demerged (the “**Demerger**”) into Wipro Enterprises (P) Limited (formerly known as Wipro Enterprises Limited), a company incorporated under the laws of India. The Demerger was effected pursuant to a scheme of arrangement approved by the High Court of Karnataka, Bengaluru. Pursuant to the Court order approving the Demerger, for a period of ten years from the effective date of the Demerger, the Company may not, except with the express prior written consent of Wipro Enterprises (P) Limited, engage in, or be connected as a controlling shareholder with any company which engages in any activities that are in competition to the Diversified Business as of the date of Demerger.

### **Borrowings Power Exercisable by the Directors**

The Board of Directors has the authority to borrow funds up to a limit of one time the Company’s paid-up capital, free reserves and securities premium. Borrowings beyond this limit will require the approval of the shareholders of the Company.

### **Number of Shares Required for Director’s Qualification**

Directors are not required to hold shares in the Company as a prerequisite to serving on our Board of Directors.

### **Dividends, Bonus Shares and Buy-back of Equity Shares**

#### **Dividends**

Public companies in India typically pay cash dividends even though the amount of such dividends varies from company to company. Under the Companies Act, 2013, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits of previous fiscal years. The Companies Act, 2013 contains specific conditions for declaration of dividend out of reserves. The Dividend Rules also clarify that if there is an inadequacy or absence of profits in any year, a company can declare dividends out of surplus, subject to compliance of certain conditions as prescribed in the Dividend Rules. Further, as per the revised provisions notified through Companies (Amendment) Act, 2017, the Board of Directors may, subject to certain conditions, declare interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend.

Under the Companies Act, 2013, unless our Board of Directors recommends the payment of a dividend, we may not declare a dividend. Similarly, under our Articles of Association, although the shareholders may, at the Annual General Meeting of the Shareholders, approve a dividend in an amount less than that recommended by the Board of Directors, they cannot increase the amount of the dividend. In India, dividends are declared as a fixed sum per share on the company’s equity shares. The dividend recommended by the Board, if any, and subject to the limitations described above, is distributed and paid to shareholders in proportion to the paid-up value of their shares within 30 days of the approval by the shareholders at the Annual General Meeting. Pursuant to our Articles of Association, our Board of Directors has discretion to declare and pay interim dividends without shareholder approval. An interim dividend is to be paid to the shareholders within 30 days from date of declaration by the Board of Directors. Under the Companies Act, 2013, read with the SEBI Listing Regulations, dividends can only be paid in cash to the registered shareholder as at a record date fixed on or prior to the Annual General Meeting or to his order or his banker’s order.

During fiscal year 2020, we paid an interim cash dividend of ₹1 per equity share. The Board recommended the adoption of the interim dividend of ₹1 per equity share as the final dividend for the year ended March 31, 2020. Thus, the total dividend for the year ended March 31, 2020 remained at ₹1 per equity share.

We are subject to taxation for each dividend declared, distributed or paid for a relevant period by the Company. Please refer to Item 10 for additional details on changes in taxation law on dividends.

The Companies Act, 2013, read with the Rules, provides that any dividends that remain unpaid or unclaimed for a period of seven consecutive years are to be transferred to the Investor Education and Protection Fund created by the GoI after the stipulated time. The Companies Act, 2013 also stipulates that the underlying shares with respect to those dividends shall be transferred to the Investor Education and Protection Fund Authority (“**IEPF Authority**”). The MCA has notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time) which introduce various provisions with regard to the transfer of shares when a dividend has not been paid or claimed for seven consecutive years or more to the IEPF Authority, as outlined under Section 124(6) of the Companies Act, 2013. Accordingly, during the year ended March 31, 2020, the Company transferred ₹12 million (\$0.16 million) and 35,997 equity shares that were due for transfer to the IEPF Authority in cases where the period of seven consecutive years has been completed.

Although we have no current intention to discontinue dividend payments, we cannot assure you that any future dividends will be declared or paid or that the amount thereof will not be decreased. Holders of ADSs will be entitled to receive dividends payable on equity shares represented by such ADSs. Cash dividends on equity shares represented by ADSs are paid to the Depositary in rupees and are generally converted by the Depositary into U.S. dollars and distributed, net of depositary fees, taxes, if any, and expenses, to the holders of such ADSs.

### **Bonus Shares (Commonly known as Stock Dividend in the United States)**

In addition to permitting dividends to be paid out of current or retained earnings as described above, the Companies Act, 2013 permits a company to distribute an amount transferred from the general reserves or other permitted reserves, including share premium account, capital redemption reserves and surplus in the company’s statement of income, to its shareholders in the form of bonus shares, which are similar to a stock dividend. Bonus shares are distributed to shareholders in the proportion recommended by the Board of Directors to such shareholders of record on a fixed record date when they are entitled to receive such bonus shares. Any bonus shares issuance would be subject to relevant provisions of the Companies Act, 2013, SEBI guidelines and approval of shareholders.

### **Buy-Back of Equity Shares**

Under the Companies Act, 2013, the Company can reduce its share capital, subject to fulfillment of conditions. A company is not permitted to acquire its own shares for treasury operations. Public companies which are listed on a recognized stock exchange in India must comply with provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

During the fiscal year ended March 31, 2020, we concluded the buyback of 323,076,923 equity shares of face value of ₹2 each at a price of ₹325 (approximately \$4.31) per equity share, as approved by the Board of Directors on April 16, 2019 and by shareholders vide resolution dated June 1, 2019, passed through postal ballot and electronic voting. This has resulted in a total cash outflow of ₹105,000 million (\$1,393 million). As a result of the buyback, our share capital has been reduced by ₹646 million (\$8.57 million).

### **Consolidation and Subdivision of Shares**

The Companies Act, 2013 permits a company to split or combine the par value of its shares, provided such split or combination is not made in fractions. Shareholders of record on a fixed record date are entitled to receive the split or combination shares. The Company has not made any consolidation or sub-division of its shares in the fiscal year ended March 31, 2020.

### **Preemptive Rights, Issue of Additional Shares and Distribution of Rights**

The Companies Act, 2013 gives equity shareholders the right to subscribe for new shares in proportion to their respective existing shareholdings unless otherwise determined by a special resolution passed by a general meeting of the shareholders, and the right to renounce such subscription right in favor of any other person. Holders of ADSs may not be permitted to participate in any such offer.

If we ever plan to distribute additional rights to purchase our equity shares, we will give prior written notice to the Depositary and we will assist the Depositary in determining whether it is lawful and reasonably practicable to distribute rights to purchase additional ADSs to holders.



The Depositary will establish procedures to distribute rights to purchase additional ADSs to holders and to enable such holders to exercise such rights if it is lawful and reasonably practicable to make the rights available to holders of ADSs, subject to all of the documentation contemplated in the deposit agreement (such as opinions to address the lawfulness of the transaction). You may have to pay fees, expenses, taxes and other governmental charges to subscribe for the new ADSs upon the exercise of your rights. The Depositary is not obligated to establish procedures to facilitate the distribution and exercise by holders of rights to purchase new equity shares directly, rather than new ADSs.

The Depositary will not distribute the rights to you if:

- we do not timely request that the rights be distributed to you or we request that the rights not be distributed to you;
- we fail to deliver satisfactory documents to the Depositary; or
- it is not reasonably practicable to distribute the rights.

The Depositary will sell the rights that are not exercised or not distributed if such sale is lawful and reasonably practicable. The proceeds of such sale will be distributed to holders in the same manner as in cash distribution. If the Depositary is unable to sell the rights, it will allow the rights to lapse.

### **Voting Rights**

The Companies Act, 2013 provides for listed companies like ours to compulsorily provide for electronic voting by its members. The timelines and procedure for such voting are provided for in Companies (Management and Administration) Rules, 2014 with the necessary clarifications and applicability of the Rules provided by the MCA. Our procedures comply with such rules and provide the opportunity for electronic voting by shareholders.

### **Liquidation Rights**

Subject to the rights of creditors, employees and the holders of any shares entitled by their terms to preferential repayment over the equity shares, if any, in the event of our winding-up, the holders of the equity shares are entitled to be repaid the amounts of paid up capital or credited as paid up on those equity shares. All surplus assets after payments to the holders of any preference shares at the commencement of the winding-up shall be paid to holders of equity shares in proportion to their shareholdings.

### **Preference Shares**

Preference shares have preferential dividend and liquidation rights. Preference shares may be redeemed if they are fully paid, and only out of our profits, or out of the proceeds of the sale of shares issued for purposes of such redemption. Holders of preference shares do not have the right to vote at shareholder meetings, except on resolutions which directly affect the rights of their preference shares and any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital. However, holders of preference shares have the right to vote on every resolution at any meeting of the shareholders if the dividends due on the preference shares have not been paid, in whole or in part, for a period of at least two years prior to the date of the meeting. Currently, we have no preference shares issued and/or outstanding.

The Board of Directors has the power to increase and reduce or consolidate or sub-divide the capital of the Company subject to the applicable provisions of Companies Act, 2013 and the Articles of Association of the Company. Currently, the Board of Directors has the power to divide the shares in the capital into several classes and to attach 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. Further, the Board of Directors has the ability to verify, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company if and whenever the capital of the Company is divided into shares of different class, the rights of any such class may be varied, modified, affected, extended, abrogated or surrendered as provided by the said Act or by Articles of Association or by the terms of issue, but not further or otherwise.

### **Redemption of Equity Shares**

Under the Companies Act, 2013, unlike preference shares, equity shares are not redeemable.

### **Sinking Fund Provisions**

Not applicable.

### **Liability to Further Capital Calls by the company**

Not applicable.

### **Discriminatory Provisions in Articles**

There are no provisions in our Articles of Association discriminating against any existing or prospective holder of such securities as a result of such shareholder owning a substantial number of shares.

### **Alteration of Shareholder Rights**

Under the Companies Act, 2013, the rights of any class of shareholders can be altered or varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class if the provisions with respect to such variation are contained in the Memorandum of Association or Articles of Association of the Company, or in the absence of any such provision in the Memorandum of Association or Articles of Association, if such variation is not prohibited by the terms of issue of the shares of that class.

Under the Companies Act, 2013, the Articles of Association may be altered only by way of a special resolution. We last amended our Articles of Association with the approval of the shareholders at the Annual General Meeting held in July 2019.

### **Meeting of Shareholders**

We must convene an Annual General Meeting of the Shareholders (“AGM”) within six months after the end of each fiscal year or within 15 months of the previous AGM, whichever is earlier, and may convene an extraordinary general meeting of shareholders when necessary or at the request of a shareholder or shareholders holding at least 10% of our paid up capital carrying voting rights. Vide the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, SEBI introduced the requirement that the top 100 listed entities in India, as ranked by market capitalization and determined as on March 31 of each financial year, must hold an AGM within five months from the end of the financial year and provide a one-way live webcast of the proceedings of the AGM. Our AGM is generally convened by our Company Secretary pursuant to a resolution of our Board of Directors. Written notice setting out the agenda of the meeting must be given at least 21 days, either through electronic communication or hard copy mail, excluding the days of mailing and date of the meeting, prior to the date of the AGM to the shareholders of record. Shareholders who are registered as shareholders on a pre-determined date are entitled to such notice or their proxies and have a right to attend or vote at such meeting. The AGM must be held at our registered office or at such other place within the city in which the registered office is located. Meetings other than the AGM may be held at any other place within India, if so determined by our Board of Directors. The Companies Act, 2013 provides that a quorum for an AGM is the presence of at least thirty shareholders in person.

Additionally, shareholder consent for certain items or special business is required to be obtained by a postal ballot. In order to obtain the shareholders’ consent, our Board of Directors appoints a scrutinizer, who is not in our employment, who, in the opinion of the Board, can conduct the postal ballot voting process in a fair and transparent manner in accordance with the provisions of Companies (Management and Administration) Rules, 2014. However, as per the Companies (Amendment) Act, 2017, any item of business required to be transacted by way of a postal ballot may be transacted at a general meeting by a company which is required to provide facility to shareholders to vote by electronic means in a general meeting. The Companies Act, 2013 and the SEBI Listing Regulations provides for electronic voting in shareholders’ meetings for all listed companies. Shareholders will be able to vote electronically based on the user id and password provided to them. Accordingly, we may choose to transact such items either through postal ballot or at a general meeting.

In view of the COVID-19 pandemic, the MCA has, through 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, permitted listed companies to hold extraordinary general meetings and AGMs through video conferencing or other audiovisual means, subject to compliance of various conditions mentioned therein. For AGMs to be held during the calendar year 2020, listed companies are permitted to send copies of financial statements (including Board’s report and auditor’s report) and other documents required to be attached therewith, only by email to shareholders. Attendance of shareholders through video conferencing or other audiovisual means shall be counted for the purposes of reckoning quorum. Further, for AGMs held through video conferencing, the requirement of appointment of proxies has been dispensed with. In case a company is unable to pay dividends to any shareholder by electronic means due to non-availability of their bank account details, the company shall, upon normalization of the postal services, dispatch the dividend warrant/cheque to such shareholder by post.

SEBI has, by circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020, relaxed the requirement for the top 100 listed entities in India by market capitalization to hold an AGM within five months from the end of the financial year. Such companies are permitted to hold their AGM for the financial year ended March 31, 2020 through September 30, 2020. Further, SEBI has, by circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, extended corresponding relaxations under the SEBI Listing Regulations relating to AGMs, corresponding with the MCA circulars mentioned above.

### **Audit and Annual Report**

At least twenty-one days before the Annual General Meeting of the shareholders (excluding the days of mailing and date of the meeting), we are required to distribute to our shareholders audited financial statements including a consolidated financial statement and the related reports of our Board of Directors and the Auditors, together with a notice convening the Annual General Meeting. The SEBI permits distribution of abridged financial statements to shareholders in India in lieu of complete versions of financial statements.

Under the Companies Act, 2013, a company must file its financial statement including the balance sheet and annual statement of profit and loss account and consolidated financial statement presented to the shareholders within 30 days of the conclusion of the Annual General Meeting with the Registrar of Companies.

A company must also file an annual return containing a list of the company's shareholders and other company information within 60 days of the conclusion of the annual general meeting.

### **Limitations on the Rights to Own Securities**

The limitations on the rights to own securities imposed by Indian law, including the rights of non-resident or foreign shareholders to hold securities, are discussed in Item 10 of this Annual Report, under the sections titled "Investment by NRIs", "Investment by Foreign Portfolio Investors", "Investment by Foreign Venture Capital Investors" and "Overseas Investment" and is incorporated herein by reference.

### **Voting Rights of Deposited Equity Shares Represented by ADSs**

As soon as practicable after receipt of notice of any meetings or solicitation of consents or proxies of holders of shares or other deposited securities, our Depositary shall fix a record date for determining the holders entitled to give instructions for the exercise of voting rights. The Depositary shall then mail to the holders of ADSs a notice stating (a) such information as is contained in such notice of meeting and any solicitation materials, (b) that each holder on the record date set by the Depositary therefore will be entitled to instruct the Depositary as to the exercise of the voting rights, if any, pertaining to the deposited securities represented by the ADSs evidenced by such holders of ADSs, and (c) the manner in which such instruction may be given, including instructions to give discretionary proxy to a person designated by us.

On receipt of the aforesaid notice from the Depositary, our ADS holders may instruct the Depositary on how to exercise the voting rights for the shares that underlie their ADSs. For such instructions to be valid, the Depositary must receive them on or before a specified date.

The Depositary will make all reasonable efforts, and subject to the provisions of Indian law, our Memorandum of Association and our Articles of Association, to vote or to have its agents vote the shares or other deposited securities as per our ADS holders' instructions. The Depositary will only vote or attempt to vote as per an ADS holder's instructions. The Depositary will not itself exercise any voting discretion.

Neither the Depositary nor its agents are responsible for any failure to carry out any voting instructions, for the manner in which any vote is cast, or for the effect of any vote. There is no guarantee that our shareholders will receive voting materials in time to instruct the Depositary to vote and it is possible that ADS holders, or persons who hold their ADSs through brokers, dealers or other third parties, will not have the opportunity to exercise a right to vote.

### **Register of Shareholders; Record Dates; Transfer of Shares**

We maintain a register of our shareholders in electronic form through the National Securities Depository Limited and the Central Depository Services (India) Limited and register in physical form for equity shares held by shareholders through physical certificates. For the purpose of determining the shareholders entitled to annual dividends, if any, a record date or date of closure of transfer books is determined prior to the Annual General Meeting of the Shareholders. The Company is required to intimate the record date to all the stock exchanges where it is listed for the following purposes: the declaration of dividends, issuances of rights to equity or bonus shares, issuances of shares for conversion of debentures or any other convertible security, corporate actions such as mergers, demergers, splits and bonus shares, and buy-backs. The SEBI Listing Regulations require us to give at least seven working days' prior notice to the stock exchanges before such record date. Additionally, the SEBI Listing Regulations prescribe that the Company shall ensure the time gap of at least thirty days between two record dates.

Shares held through depositaries are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. The requirement to hold the equity shares in book entry form will apply to the ADS holders when the equity shares are withdrawn from the depository facility upon surrender of the ADSs. In order to trade the equity shares in the Indian market, the withdrawing ADS holder will be required to comply with the procedures described above.

The equity shares of a public company are freely transferable, subject only to the provisions of Sections 56 and 58 of the Companies Act, 2013.

Pursuant to Section 59(4) of the Companies Act, 2013, if a transfer of shares contravenes any of the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or the Companies Act, 2013, Securities and Exchange Board of India Act, 1992, or the regulations issued thereunder, or the Insolvency and Bankruptcy Code, 2016 or any other Indian laws in force at the time, the NCLT may, on application made by the Company, a depository incorporated in India, an investor, the Securities and Exchange Board of India or other parties, direct

the rectification of the register of records. In accordance with the proviso to regulation 40(1) of the SEBI Listing Regulations (as amended), 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. Our transfer agent for our equity shares is KFin Technologies Private Limited (formerly Karvy Fintech Private Limited) located in Hyderabad, India.

### **Disclosure of Ownership Interest**

Section 89 of the Companies Act, 2013 requires, *inter alia*, beneficial owners of shares of Indian companies who are not holders of record to declare to the company details of the beneficial owner. Section 90 of the Companies Act, 2013 requires, *inter alia*, a significant beneficial owner (as defined therein) to submit necessary declarations to the company regarding the details of ownership interests held in that company. Further, every company shall take necessary steps to identify an individual who is a significant beneficial owner in relation to the company and require such individual to comply with the applicable provisions. Detailed guidelines with regard to declaration and filing of beneficial ownership details have been prescribed under the Companies (Significant Beneficial Owners) Rules, 2018, as amended from time to time (“SBO Rules”).

A significant beneficial owner (“SBO”) means every individual who, acting alone or together, or through one or more persons or trust, possesses one or more of the following rights or entitlements in such reporting company: a) holds indirectly, or together with any direct holdings, not less than 10% of the shares; b) holds indirectly, or together with any direct holdings, not less than 10% of the voting rights in the shares; c) has the right to receive or participate in not less than 10% of the total distributable dividend or any other distribution, in a financial year through indirect holdings alone, or together with any direct holdings; or d) has the right to exercise, or actually exercises, significant influence or control, in any manner other than through direct holdings alone, over the company.

As per the SBO Rules, a reporting company shall send notice to all its non-individual members who hold more than 10% of shares, voting rights or right to receive or participate in dividends or any other distribution in order to identify the individual SBO and cause such individual to make the required reporting to the company. On receipt of such declaration, the company shall intimate the same to the MCA. There are penal provisions prescribed under the Companies Act, 2013 for non-compliance with these sections. In line with the above and for increased transparency to investors in the Indian securities markets, SEBI, vide its circular dated December 7, 2018, modified the form of shareholding pattern and prescribed additional details for disclosure which listed entities in India are required to comply beginning with the quarter ending June 30, 2019.

### **Provisions on Changes in Capital**

Our authorized capital can be altered by an ordinary resolution of the shareholders. The additional issue of shares is subject to the preemptive rights of the shareholders and provisions governing the issue of additional shares are discussed in Item 10 of this Annual Report. In addition, a company may increase its share capital, consolidate its share capital into shares of larger face value than its existing shares or sub-divide its shares by reducing their par value, subject to an ordinary resolution of the shareholders.

### **National Company Law Tribunal**

In December 2016, the MCA amended various provisions of the Companies Act, 2013 to create the National Company Law Tribunal (“NCLT”) and National Company Law Appellate Tribunal (“NCLAT”). The NCLT is a quasi-judicial authority created to adjudicate corporate civil disputes and other prescribed matters such as mergers and amalgamations, liquidation and winding up, class action suits, reduction of capital matters, oppression and mismanagement claims and the compounding of certain offenses. The NCLT replaces powers which were hitherto exercised by the High Courts and Company Law Board; it has several benches in different jurisdictions in India. The NCLAT is an appellate authority constituted to handle appeals arising out of the decisions of the NCLT.

### **Restrictions on number of layers of subsidiaries**

The MCA, through notification dated September 20, 2017, notified proviso to section 2(87) of the Companies Act, 2013 and Companies (Restriction on number of layers) Rules, 2017 effective from September 20, 2017. These rules detail the layering restrictions and associated compliance requirements for Indian companies. As per these rules, a company shall not have more than two layers of subsidiaries, but it can continue to have the number of layers of subsidiaries existing as on the date of above notification. For the purpose of the rules, one layer which consists of one or more wholly owned subsidiary or subsidiaries shall not be taken into account. Further, these Rules shall not affect a company from acquiring a company incorporated outside India with subsidiaries beyond two layers as per the laws of such country.

### **Independent Director Databank**

On October 22, 2019, the MCA introduced the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 and amended the Companies (Appointment and Qualification of Directors) Rules, 2014, effective December 1, 2019. The amendments prescribe new requirements for independent directors to register themselves on an online databank and mandatorily undergo an online proficiency self-assessment test.

The Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019 has authorized the Indian Institute of Corporate Affairs (“IICA”) as the institute responsible for the creation and maintenance of the online databank, empanelment of existing and aspiring independent directors and for providing a platform for them to acquire knowledge, develop new skills, assess their understanding and apply best practices.

The amendment to the Companies (Appointment and Qualification of Directors) Rules, 2014 mandated that existing Independent Directors as well as the professionals aspiring to become independent directors, apply online to IICA for inclusion of their name in the Independent Directors Databank. Upon registration, the individuals are required to pass an online proficiency self-assessment test within a period of one year from the date of inclusion of his/her name in the data-bank. An individual who has obtained a score of not less than 60% in aggregate in the online proficiency self-assessment test shall be deemed to have passed such test.

The online proficiency self-assessment test will be broadly based on relevant topics on functioning of independent directors and competence in Companies Law, Securities Law, Basic Accountancy and Corporate Governance. Exemption from passing the test has been granted to individuals who have served for a period of not less than 10 years as a director or key managerial personnel in a listed public company or in an unlisted public company having a paid-up share capital of ₹100,000,000 or more or in a body corporate listed on a recognized stock exchange. However, registration with the online databank will remain compulsory even for exempted individuals.

### **Compliance requirement relaxations by MCA**

In light of the COVID-19 pandemic, the MCA introduced several relaxations regarding compliance with applicable laws under the Companies Act, 2013 by corporates, vide its circular dated March 19, 2020. The key aspects of this circular are:

- Conducting board meetings through video conferencing – Matters pertaining to approval of financial statements, board’s report, mergers, demergers, amalgamations, among others are permitted to be taken up at board and committee meetings held through video-conferencing or other audiovisual means, for meetings held up to June 30, 2020.
- Time gap between board meetings – The maximum time gap for holding consecutive meetings of the board has been extended by a period of 60 days, i.e., from the existing 120 days to 180 days until September 30, 2020.
- Introduction of Company Affirmation of Readiness towards COVID-19 Form (Form CAR) to ascertain companies’ compliance with COVID-19 related measures and guidelines.
- No requirement for payment of additional fees for late filings under the Companies Act, 2013 during the period from April 1, 2020 to September 30, 2020.
- Introduction of Companies Fresh Start Scheme, 2020 – The scheme aims to provide an opportunity to companies to make good any filing related defaults and make a fresh start as a fully compliant entity.
- Requirement of resident director – The requirement for companies to have at least one director who stays in India for a total period of not less than 182 days during the financial year has been relaxed for fiscal year 2020 and shall not be treated as a non-compliance.
- Conducting General meeting through video conferencing – The MCA has, through its 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, permitted listed companies to hold extra ordinary general meetings and AGM through video conferencing or other audio-visual means, subject to compliance of various conditions mentioned therein.

### **Corporate Social Responsibility**

The Companies Act, 2013, read with the Rules, requires companies meeting requirements of certain thresholds of net worth, turnover or net profits to constitute a CSR Committee and to spend 2% of average profits before taxes for the previous three fiscal years on identified areas of CSR. This requirement became effective April 1, 2014. In the event we are unable to spend the required amount, we will be required to disclose reasons for the shortfall. We have complied with this requirement for CSR spending during fiscal year 2020 and a detailed report on CSR for fiscal year 2020 forms part of the Annual Report of the Company.

Vide its circular dated March 23, 2020, the MCA clarified that the spending of CSR funds towards various activities related to COVID-19 shall be considered as an eligible CSR activity/expenditure.

### **Related Party Transactions**

As per Section 188 of the Companies Act, 2013, the prescribed related party transactions require approval of the board of directors, and also the approval of the shareholders if they exceed certain prescribed threshold limits. However, these requirements will not apply if the related party transactions are in the ordinary course of business and at arm’s length. The proviso to Section 177 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2015 effective from May 25, 2015 provides that the Audit Committee can approve the related party transactions on an

omnibus basis for the fiscal year. In the case of transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the annual general meeting for approval, no prior approval of shareholders will be required. Disclosure of related party transactions is required to be included in the Board's Report along with justification for entering in to such contracts and arrangements.

Rule 6A of Companies (Meetings of Board and its Powers), Rules, 2014 as notified from December 14, 2015 provides that, in approving Related Party Transactions, the Audit Committee shall consider the need for omnibus approval for transactions of repetitive nature, and omnibus approval shall contain or indicate the nature and duration of the transaction, and whether the transactions are in the ordinary course of business and are on arm's length price, amongst other requirements.

Under the Companies Act, 2013, where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Audit Committee or Board or approval by an ordinary resolution in the general meeting and if it is not ratified by the Audit Committee or Board or shareholders at a meeting, as the case may be, within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Audit Committee or the Board or the shareholders, as the case may be.

As per the provisions under the SEBI Listing Regulations, the listed entity shall formulate a policy on the materiality of related party transactions and dealing with related party transactions, including clear threshold limits duly approved by the Board of Directors, and that such policy shall be reviewed by the Board at least once every three years and updated accordingly.

The abridged policy on related party transactions, as amended, is available on the website of the Company [www.wipro.com](http://www.wipro.com).

### **Material Contracts**

We are a party to various employment arrangements with our executive directors and executive officers. See "Terms of Employment Arrangements" under Item 6 of this Annual Report for a further description of the employment arrangements and indemnification agreements that we have entered into with our directors and executive officers.

### **Transfer of ADSs and Surrender of ADSs**

A person resident outside India may transfer the ADSs held in Indian companies to another person resident outside India without any permission. An ADS holder is permitted to surrender the ADSs held by him in an Indian company and to receive the underlying equity shares under the terms of the Deposit Agreement. Under Indian regulations, the re-deposit of these equity shares with the depository to ADSs may not be permitted.

On October 10, 2019, SEBI introduced the Framework on Issuance of Depository Receipts ("DRs"), which prescribed that Indian residents and NRIs are not allowed to be permissible holders or beneficial owners of DRs issued by Indian listed entities. Please refer to the paragraph provided below for further information.

### **Depository Receipts Scheme 2014**

The Ministry of Finance, GoI ("**Ministry of Finance**") enacted the new Depository Receipts Scheme, 2014 ("**2014 Scheme**") which replaced the Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993. Below is a brief summary of some of the key provisions.

There are certain relaxations provided under the 2014 Scheme subject to prior approval of the Ministry of Finance. For example, a registered broker is permitted to purchase shares of an Indian company on behalf of a person resident outside of India for the purpose of converting those shares into ADSs or GDSs. However, such conversion is subject to compliance with the provisions of the 2014 Scheme and the periodic guidelines issued by the regulatory authorities. Therefore, ADSs converted into Indian shares may be converted back into ADSs, subject to certain limits of sectorial caps.

Under the 2014 Scheme, the foreign depository may take instructions from DRs holders to exercise the voting rights with respect to the underlying equity securities. Additionally, a domestic custodian has been defined to include a custodian of securities, an Indian depository, a depository participant or a bank having permission from SEBI to provide services as custodian. Further, the 2014 Scheme provides that the aggregate of permissible securities which may be issued or transferred to foreign depositories for issue of DRs, along with permissible securities already held by persons resident outside India, shall not exceed the limit on foreign holding of such permissible securities under the Foreign Exchange Management Act, 1999 ("**FEMA**").

The Department of Economic Affairs, Ministry of Finance made amendments to certain provisions of the Securities Contracts (Regulation) Rules, 1957 vide Securities Contracts (Regulation) (Amendment) Rules, 2015, on February 25, 2015. An amended definition of "public shareholding" introduced to define equity shares of the Company held by public to include shares underlying DRs if the holder of such DRs has the right to issue voting instruction and such DRs are listed in international stock exchange in accordance with the 2014 Scheme.

## **Conditions for issuance of ADSs or GDSs outside India by Indian Companies**

**Eligibility of issuer:** An Indian Company, which is not eligible to raise funds from the Indian Capital Market including a company which has been restrained from accessing the securities market by SEBI will not be eligible to issue ADSs or GDSs apart from Foreign Currency Convertible Bonds (“FCCB”).

**Eligibility of subscriber:** Overseas Corporate Bodies (“OCBs”) who are not eligible to invest in India through the portfolio route and entities prohibited to buy, sell or deal in securities by SEBI will not be eligible to subscribe to (i) FCCB and (ii) ADSs or GDSs.

## **Framework for issuance of DRs**

SEBI introduced a framework for issuance of DRs by companies listed or to be listed in India (“**DR Framework**”), vide its circular dated October 10, 2019. The DR Framework sets out requirements for issuance of DRs in addition to the requirements under the Companies Act, 2013 and rules thereunder, the 2014 Scheme and the foreign exchange regulations. Holding of DRs already issued by listed entities may not be impacted by the aforesaid SEBI circular. The key aspects provided under the framework are:

- **Eligible Issuer** – As per the DR Framework, only a Company incorporated in India and listed on a recognized stock exchange in India is allowed to issue permissible securities and only their holders may transfer Permissible Securities, for issuance of DRs.
- **Permissible Holders** – Indian residents and NRIs are not allowed to be permissible holders or beneficial owners of DRs.
- **Obligations of a listed company** – The listed company shall comply with applicable laws and regulations and ensure that only permitted securities are issued as the underlying securities for any DR issuance.
- **Minimum public shareholding** – In the case of issuance of new DRs, the listed company shall ensure that the limit on foreign holding of permissible securities as prescribed under applicable FEMA regulations is not exceeded and comply with the minimum public shareholding norms in India, after excluding the permissible securities held by the depository.
- **The minimum price for issue or transfer of securities** is the price applicable to the corresponding mode of issue to domestic investors under applicable laws.
- The DR Framework also provides power to SEBI to remove difficulties, issue clarifications and provide exemptions.

In furtherance of the DR framework, vide circulars/notification dated November 28, 2019, the jurisdictions where DRs may be issued and exchanges where DRs may be listed were notified. While the DR framework for listed entities has been operationalized, further amendments and requirements may be notified from time to time.

## **Takeover Code**

The Takeover Code is applicable to publicly listed Indian companies and to any person acquiring our equity shares or voting rights in the Company, including ADSs. Under the Takeover Code, upon the acquisition of 5% or more of equity shares or voting rights and every change of 2% thereafter (upward or downward) of the outstanding shares or voting rights of a publicly-listed Indian company, a purchaser is required to disclose the aggregate shareholding and voting rights in the company to the company and to the stock exchanges on which the shares of the company are listed. An ADS holder would be subject to these notification requirements.

Upon the acquisition of 25% or more of such shares or voting rights, or a change in control of the company, the purchaser is required to make an open offer to the other shareholders, offering to purchase at least 26% of all the outstanding shares of the company or such number of shares that will result in the public shareholding not falling below the minimum public holding requirement, whichever is lower. Since we are a listed company in India, the provisions of the Takeover Code will apply to us and to the acquisition of ADS having voting rights. The acquisition of ADS having voting rights, irrespective of conversion into underlying equity shares, is subject to disclosures, acquisition trigger and the reporting requirements under the Takeover Code.

A listed company can be delisted under the provisions of the SEBI (Delisting of Securities) Regulations, 2009, which govern voluntary and compulsory delisting of shares of Indian companies from the stock exchanges.

## **SEBI Listing Regulations**

The SEBI Listing Regulations were notified on September 2, 2015 to replace the listing agreement and was implemented from December 1, 2015. The SEBI Listing Regulations consolidates and streamlines the provisions of existing listing agreements for different segments of the capital markets (i.e., equity, non-convertible debt securities, non-convertible redeemable preference shares, Indian DRs and securitized debt instruments and units issued by mutual fund schemes).

In June 2017, SEBI set up a committee under the chairmanship of Shri Uday Kotak to advise on issues relating to corporate governance in India. In October 2017, the committee submitted a report containing its recommendations, which were considered by SEBI in its board meeting held in March 2018. On May 9, 2018, SEBI notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“**Listing and Disclosure Amendment Regulations, 2018**”) implementing the majority of these amendments effective from April 1, 2019 or such other date as specified therein.

Summary of some of the key changes are as follows:

- a. Separate role of Chairperson and Managing Director/CEO — The top 500 entities by market capitalization must have a Chairperson who is a non-executive director and not related to the Managing Director/CEO. The requirement was initially effective from April 1, 2020 and has now been deferred for two years to April 1, 2022.
- b. Revised Board composition and quorum — Board must consist of a minimum of six directors and must include at least one independent woman director. Quorum for board meetings to be minimum of three directors with at least one independent director present.
- c. Strengthening eligibility criteria for independent directors — Any member of the promoter and promoter group cannot be an independent director. “Board interlocks” are not permitted, i.e. a non-independent director of Company A cannot be an independent director of Company B, if a non-independent director of Company B is already an independent director of Company A. As part of annual board evaluation, board must certify every year that the independent directors fulfil the criteria for independence.
- d. Appointment and remuneration of directors — Appointment of a person who has attained the age of seventy-five years as a non-executive director shall require special resolution approval of shareholders. The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall require special resolution approval of the shareholders if the annual remuneration payable exceeds certain prescribed limits. Special resolution approval of shareholders shall be obtained every year, in which annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.
- e. Maximum number of directorships a person can hold in listed companies has been reduced from ten to eight by April 2019 and to seven by April 2020. Managing Director and Whole-time Director of a listed entity cannot hold more than three Independent Director positions.
- f. Disclosure of skills/expertise of directors — The Corporate Governance report shall include a matrix setting out the skills/expertise/competence of directors in the following manner: a) list of core skills/expertise/competence as required in the context of the business of the company and those actually available with the board (effective for the financial year ended March 31, 2019) and b) name of directors who have such skills/expertise/competence (effective for the financial year ended March 31, 2020).

#### **SEBI (Buy-back of Securities) Regulations, 2018**

SEBI approved the new SEBI (Buy-back of Securities) Regulations, 2018 (“**2018 Buy-back Regulations**”), replacing the SEBI (Buy-back of Securities) Regulations, 1998. Relevant provisions outlined under Sections 68 to 70 of the Companies Act, 2013 have been incorporated in the 2018 Buy-back Regulations, making the 2018 Buy-back Regulations self-contained. With the 2018 Buy-back Regulations, SEBI intended to simplify the language, remove redundant provisions and inconsistencies, update for references to the Companies Act, 2013 and other new SEBI regulations and incorporate information from relevant circulars, frequently asked questions and previously provided informal guidance.

With effect from October 19, 2019, SEBI made the following key amendments to the 2018 Buy-back Regulations:

- a. Maximum limit of buy-back (25% of paid-up capital and free reserves) shall be determined based on both standalone and consolidated financial statements of the company.
- b. The debt-equity ratio of the company post-buyback should not be greater than 2:1, computed both on a standalone and consolidated basis.
- c. Where companies have subsidiaries that are non-banking financial companies (“**NBFCs**”) or housing finance companies, the debt-equity ratio on a consolidated basis is excluding debt-equity ratio of such subsidiaries. However, the debt-equity ratio of each of such excluded subsidiaries should not be more than 6:1 on a standalone basis.

Vide its circular dated April 23, 2020, SEBI reduced the restriction on fresh fund raising by companies after the buyback from one year to six months, in light of the COVID-19 pandemic. This relaxation is effective immediately and will be applicable until December 31, 2020.



## Prohibition of Insider Trading Regulations, 2015

In May 2015, SEBI introduced the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”) replacing the earlier framework of the SEBI (Insider Trading) Regulations, 1992. It was introduced with an aim of bringing the basic framework governing the regime of insider trading practices in line with the dynamic global practices and to tighten the gaps of the existing norms.

On December 31, 2018, SEBI notified the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“**PIT Amendment Regulations**”), amending certain provisions of the PIT Regulations, which remain applicable to listed Indian companies, with effect from April 1, 2019. A summary of some of the key changes notified by the PIT Amendment Regulations are as follows:

- a. The Board of Directors of listed companies shall frame a policy for defining “legitimate purposes” as part of its Code of Fair Disclosure and Conduct. Notice of confidentiality is required to be given to those persons with whom Unpublished Price Sensitive Information (“**UPSI**”) is shared as apart of a “legitimate purpose”.
- b. The Board of Directors of a listed company, in consultation with its compliance officer, shall maintain a list of “designated persons” that includes: i) employees of the company and its material subsidiaries, based on their functional role or access to UPSI, ii) all of the company’s promoters, iii) the company’s Chief Executive Officer (“**CEO**”) and all employees up to two levels below CEO, and iv) support staff, such as IT staff, secretarial staff, who may have access to UPSI.
- c. Maintenance of a digital database with the names and Permanent Account Number (“**PAN**”), or any other identifier, of persons and entities with whom UPSI is shared. Such databases shall be maintained with internal controls and checks to ensure non-tampering of the database.
- d. Each company shall establish adequate and effective systems of internal controls to ensure compliance with the PIT Regulations. The Audit Committee of the company shall review and verify the same at least once in a financial year. Additionally, each company is required to formulate written policies and procedures for inquiry in case of a leak or suspected leak of UPSI. Further, the company shall make its employees aware that they can report instances of leak or suspected leak of UPSI through a whistle-blower mechanism.

On July 25, 2019, SEBI further amended the SEBI (Prohibition of Insider Trading) Regulations, 2015, which remain applicable to listed Indian companies. A summary of some of the key changes are as follows:

- a. Trading window closure shall not be applicable in respect of transactions such as off-market, *inter se* transfer between designated persons, transaction through block deal window mechanism between designated persons, transaction due to statutory or regulatory obligations, exercising of stock options, pledging of shares for *bona fide* transaction such as raising of funds and transactions for acquiring shares under further public issue, right issue and preferential issue, exercising conversion of warrants/debentures, tendering shares under buy-back, open offer and delisting under respective regulations.
- b. As per earlier regulations, designated persons were required to disclose any “material financial relationship” with another person involving either “payments” or “receipt” of amounts by them (such as loans or gifts). Now, it is clarified that only “payments by designated persons” need to be disclosed. The threshold for such payment is 25% of annual income of such designated person. This is to curb indirect insider dealings by the designated person who may lend money to a third person to trade anonymously.
- c. Trading window shall be mandatorily closed from the end of every quarter until 48 hours after the declaration of financial results (earlier wording seemed to indicate there was an option for listed companies to decide).

On September 17, 2019, with an aim to uncover insider trading cases, SEBI announced a new mechanism to reward informants with up to ₹100,000,000 cash for any credible inside information through a specially created hotline, and also made a provision for protection against retaliation and victimization of the informant.

## Compliance requirements relaxations by SEBI

With a view to reduce the compliance burden on listed companies, SEBI has issued several circulars between March and May 2020, providing for relaxation in various compliance requirements, including periodic filing requirements for listed entities under the SEBI Listing Regulations. The major relaxations are as follows:

- a. Extension of time for compliances/filings – The deadline for submission of various quarterly, half-yearly and annual submissions to be made to the stock exchanges has been extended by 30-45 days, as the case may be.
- b. Conducting of board meetings – The board of directors and audit committee of listed entities are exempt from observing the maximum stipulated time gap of 120 days between two meetings as required under the SEBI Listing Regulations, in respect of meetings between the period from December 1, 2019 to June 30, 2020.

- c. Exemption from newspaper advertisement – SEBI exempted the requirement for publication of advertisements in newspapers as required under the SEBI Listing Regulations for most events until May 15, 2020.
- d. Delayed applicability of standard operating procedure – The standard operating procedure on imposition of fines and other enforcement actions for non-compliance with provisions of the SEBI Listing Regulations have been deferred to the compliance periods ending on or after June 30, 2020.
- e. Prior intimation of board meetings – The requirement of providing prior intimation to stock exchanges in connection with board meetings to consider prescribed matters shall be reduced from 5 days/2 working days to 2 days until July 31, 2020.
- f. Relaxation for holding AGMs – The top 100 listed entities in India by market capitalization, which are required to hold their AGMs within five months from the end of the financial year, can hold the AGM for the financial year ended March 31, 2020 through September 30, 2020. Further, SEBI extended relaxations under the SEBI Listing Regulations relating to AGMs, corresponding with the MCA circulars allowing companies to hold AGMs through video conferencing or other audiovisual means.

## Foreign Direct Investment

Foreign investments in India are governed by the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) and the rules and regulations made thereunder. The main objective behind FEMA is to consolidate and amend the laws relating to foreign exchange, to facilitate external trade and payments and to promote the orderly development and maintenance of a foreign exchange market. FEMA regulates transactions involving foreign exchange and provides that certain transactions cannot be carried out without the general or special permission of the RBI. The Ministry of Finance notified the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (“**NDI Rules**”) on October 17, 2019 superseding the Foreign Exchange Management (Transfer of Issue of Security by a Person Resident outside India) Regulations, 2017 (“**TISPRO**”) and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2018. These rules govern foreign investments into India, including foreign direct investments into Indian companies by persons resident outside India.

The primary objective of these rules are:

- To simplify the provisions governing foreign investment in India.
- To vest the Central Government with power over non-debt instruments.
- To vest the RBI with the power over debt instruments.

The Foreign Direct Investment Scheme under the RBI’s ‘Automatic Route’ enables Indian companies, other than those specifically excluded, to issue shares and certain other capital instruments to persons residing outside India without prior permission from the RBI, subject to certain conditions. General permission has been granted for the transfer of shares and certain other capital instruments by a person resident outside India as follows: (i) for transfers of shares or certain other capital instruments held by a person resident outside India other than an NRI or an Overseas Citizen of India (“**OCT**”), to any person resident outside India and (ii) NRIs or OCTs are permitted to transfer shares or certain other capital instruments of an Indian company to any person resident outside India on a repatriation basis. A person resident outside India can transfer shares or certain other capital instruments to a person resident in India by way of gift. A person resident outside India can sell the shares and certain other capital instruments of an Indian company on a recognized Stock Exchange in India through a registered stock broker. General permission has also been given for transfers between a person resident in India and a person resident outside India subject to stipulated conditions.

By notification dated April 22, 2020, the GoI has amended its FDI policy to state that investment by a non-resident entity of a country that shares a land border with India, or where the beneficial ownership of an investment into India is situated in or is a citizen of any such countries, shall be under the ‘Government Route’, which requires GoI approval prior to investment. Further, in case of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the above-mentioned restriction/purview such subsequent change in beneficial ownership, will also require GoI approval.

Under FEMA, the onus of compliance with the various foreign investment limits rests on the company. In order to facilitate listed companies’ compliance with the requirements, SEBI, in consultation with the RBI, has put in place a new system for monitoring the foreign investment limits, with effect from May 1, 2018.

In cases where the prescribed conditions are not met, approval of the Central Government and the RBI may also be required. The limits for allowable remittance from India by a person resident in India under the Liberalised Remittance Scheme issued by RBI is \$250,000 per financial year, for any permitted current or capital account transaction or a combination of both.

Over a period of time, and particularly since 1991, the GoI has relaxed the restrictions on foreign investment and most industry sectors do not require prior approval of the Foreign Investment Promotion Board (“**FIPB**”) or RBI, if the percentage of equity holding by all foreign investors does

not exceed specified industry specific thresholds and such industry sectors are not under the Government approval route. The GoI abolished the FIPB in June 2017. Purchases by foreign investors of ADSs are treated as direct foreign investment in the equity issued by Indian companies for such offerings. Foreign investment up to 100% of a company's share capital is currently permitted in the IT industry. The GoI has clarified the calculation of foreign investment in an Indian company through direct or indirect routes for such investment.

### **Reporting of Foreign Investment in India**

With an objective of improving ease of doing business in India, the RBI introduced the Single Master Form ("SMF") reporting system which would subsume all existing reporting requirements, irrespective of the mode or instrument through which the foreign investment is made. Prior to implementation of the same, the RBI provided an interface to the Indian entities to input data on total foreign investments in a specified format. The RBI introduced this new system for smoothening the reporting system for FDI-related transactions. All forms which are used for reporting to the RBI have been combined into one form so that users can access one common platform for all reporting.

### **Investment by NRIs**

A variety of facilities for making investments in shares of Indian companies is available to individuals of Indian nationality or origin residing outside India. These facilities permit NRIs to make portfolio investments in shares and other securities of Indian companies on a basis that is not generally available to other foreign investors. An NRI or an OCI resident outside India may invest in certain capital instruments issued by an Indian company, capital of an Indian limited liability partnership and convertible notes issued by an Indian startup company on a non-repatriation basis. Further, NRIs or OCIs may invest by way of contribution to the capital of a firm or a proprietary concern in India on a non-repatriation basis. These facilities are different and distinct from investments by the Foreign Direct Investors described above. Investment by NRIs or OCIs on non-repatriation basis will be deemed to be domestic investment at par with investments made by residents. A company, trust and partnership firm incorporated outside India and owned and controlled by NRIs can invest, with the special dispensation as available to NRIs under the FDI policy. The RBI no longer recognizes OCBs as an eligible class of investment vehicle under various routes and schemes under the foreign exchange regulations.

### **Investment by Foreign Portfolio Investors**

SEBI introduced Foreign Portfolio Investors Regulations 2014 (the "**FPI Regulations**") which repealed SEBI (Foreign Institutional Investors), Regulations, 1995. Under the FPI Regulations, foreign institutional investors, sub-accounts and qualified foreign investors merged into a new investor class called Foreign Portfolio Investors ("**FPI**"). FPI Regulations restrict purchase of equity shares of each company by a single foreign portfolio investor or an investor group to below 10% of the total paid up equity capital of the company on a fully diluted basis.

The individual and aggregate investment limits for the FPIs shall be below 10% and 24% respectively of the total paid-up equity capital on a fully diluted basis and such investments shall also be within such overall sectoral caps prescribed under the FDI policy. The NDI Rules has brought about a substantial change: effective from April 1, 2020, the aggregate limit for investment by FPIs shall be the sectoral cap applicable to such Indian company. An Indian company may, with the approval of its board of directors and members, by a resolution and a special resolution, respectively: (i) decrease the aggregate limit before March 31, 2020 to a lower threshold of 24% or 49% or 74% as deemed fit, or (ii) increase the aggregate limit to 49% or 74% of the sectoral cap or statutory ceiling, respectively, as deemed fit. However, once the aggregate limit is increased, the limit cannot be reduced later.

Portfolio investments up to the lower of (i) an aggregate foreign investment level of 49% or (ii) the sectoral/statutory cap will not be subject to either government approval or compliance with the sectoral conditions, as the case may be, provided that such investments do not result in a change in ownership and leading to control of Indian companies by non-resident entities.

### **Investment by Foreign Venture Capital Investors**

Recently, the RBI has further liberalized and rationalized the investment regime for Foreign Venture Capital Investors ("**FVCIs**"). In order to boost foreign investment in Indian startups, the RBI has permitted FVCIs to invest under an automatic in equity regime or under an equity-linked instrument or debt instrument of unlisted Indian companies in certain specified sectors and in Indian startups, irrespective of the sector in which the startup is engaged. There will be no restriction on transfers of any security or instrument held by FVCIs to any person residing inside or outside India.

### **Overseas Investment**

Regulation 6 of the Notification No. FEMA.120/RB-2004 dated July 7, 2004 read together with Circular No. 1 dated July 3, 2014 as amended from time to time, issued by the RBI, provides that an Indian entity is permitted to invest in joint ventures or wholly owned subsidiaries abroad up to 400% of the net worth of the Indian entity as per its last audited financial statements. However, any financial commitment exceeding \$1 billion or its equivalent in a financial year would require prior approval of the RBI even if the total financial commitment of the Indian entity is within 400% of the net worth as per its latest audited financial statements. Vide circular dated January 25, 2017, RBI prohibited Indian companies from making direct investments in an overseas entity (set up or acquired abroad directly, as a joint venture or a wholly-owned subsidiary, or indirectly, as a step-down subsidiary) located in the countries identified by the Financial Action Task Force as "non-cooperative countries and territories" or as notified by the RBI from time to time.

## External Commercial Borrowings

In December 2018, RBI notified the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 (“**New ECB Regulations**”) superseding the earlier framework that applied to External Commercial Borrowings (“**ECB**”). The objective behind the New ECB Regulations was to a) simplify existing ECB framework and thereby making it easier for borrowers to access foreign debt funding, and b) merge the two existing regulations, i.e., Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2000 and Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, under one unified framework.

Per the provisions of the RBI’s Master Direction on External Commercial Borrowings (ECBs), ECB proceeds were not permitted to be utilized towards certain end-uses (also referred to as the “**Negative List**”). Based on feedback from stakeholders and with a view to further liberalize the ECB framework, the RBI has, by its circular dated July 30, 2019, permitted borrowers to raise ECBs towards the following end-uses from recognized lenders, except foreign branches/overseas subsidiaries of Indian banks and subject to the overall limit and leverage as prescribed:

- a) ECBs with a minimum average maturity period of 10 years for working capital purposes and general corporate purposes. Borrowing by NBFCs for such maturity for on-lending for the above purposes is also permitted.
- b) ECBs with a minimum average maturity period of seven years can be availed by eligible borrowers for repayment of Rupee-denominated loans availed domestically for capital expenditure, as well as by NBFCs for on-lending for the same purpose. For repayment of Rupee-denominated loans availed domestically for purposes other than capital expenditure, or for on-lending by NBFCs for the same, the minimum average maturity period of the ECB is required to be 10 years.
- c) Eligible corporate borrowers can avail ECB for repayment of Rupee-denominated loans availed domestically for capital expenditure in manufacturing and infrastructure sector if classified as NPA, under any one-time settlement with lenders. Lender banks are also permitted to sell, through assignment, such loans to eligible ECB lenders, except foreign branches/overseas subsidiaries of Indian banks, provided that the resultant ECB complies with the all-in-cost, minimum average maturity period and other relevant norms of the ECB framework.

## Relaxation in time period for realization of export proceeds

Pursuant to current RBI regulations on export of goods and services, the time period allowed for realization of export proceeds is nine months from the date of export. Due to the conditions resulting from COVID-19, the RBI has, vide its circular dated April 1, 2020, extended the time period for realization and repatriation of export proceeds for exports made up to or on July 31, 2020 to 15 months from the date of export. This measure by the RBI is intended to enable exporters to realize their receipts, especially from COVID-19 affected countries, within the extended period and to provide greater flexibility to the exporters to negotiate future export contracts with buyers abroad.

## Taxation

The following summary is based on the law and practice of the Indian Income Tax Act, 1961, including the special tax regime contained in Sections 115AC and 115ACA of the Income Tax Act, 1961 read with the 2014 Scheme. The Income Tax Act, 1961 is amended every year by the Finance Act of the relevant year. Some or all of the tax consequences of Sections 115AC and 115ACA may be amended or changed by future amendments to the Income Tax Act.

We believe this information is materially complete as of the date hereof, however, this summary is not intended to constitute a complete analysis of the individual tax consequences to non-resident holders or employees under Indian law for the acquisition, ownership and sale of ADSs and equity shares.

*Residence.* For purposes of the Income Tax Act, an individual is considered to be a resident of India during any fiscal year if he or she is in India in that year for:

- a period or periods amounting to 182 days or more; or
- 60 days or more and, within the four preceding years has been in India for a period or periods amounting to 365 days or more.
- Per the Finance Act, 2020, an Indian citizen who is not liable to tax in any other country or territory shall be deemed to be resident in India subject to fulfillment of certain conditions. This amendment will take effect from April 1, 2021.

The period of 60 days referred to above shall be read as 182 days (i) in case of a citizen of India who leaves India in a fiscal year for the purposes of employment outside of India or (ii) in case of a citizen of India or a person of Indian origin living abroad who visits India and within the four preceding years has been in India for a period or periods amounting to 365 days or more. Pursuant to the Finance Act, 2020, an amendment is enacted in clause (b) of Explanation 1 of Subsection (1) to Section 6 whereby, for a citizen of India or a person of Indian origin visiting India, the period of 60 days or more is extended to 120 days or more, subject to fulfillment of certain conditions.

A company is a resident of India if it is incorporated in India or its place of effective management is in India during the year.

*Taxation of Distributions.* As per Section 10(34) of the Income Tax Act, dividends paid by Indian companies on or after April 1, 2003 to their shareholders (whether resident in India or not) are not subject to tax in the hands of shareholders. However, the company paying the dividend is currently subject to a dividend distribution tax (“DDT”) of 15% on the total amount it distributes, declares or pays as a dividend, in addition to the normal corporate tax. Effective October 1, 2014, for the purposes of determining the tax on distributed profits, DDT is calculated on gross distributable surplus, thus the effective rate of DDT is 17.647% on the amount actually distributed as dividends to shareholders. The surcharge on DDT for domestic companies is 12% in addition to an additional surcharge called a “Health and Education Cess” of 4% on such taxes and surcharge, based on which the effective tax on dividend distributed up to March 31, 2020 is 20.56%. Currently, a holding company is not required to pay DDT on its dividend distributed (in the same fiscal year) to the extent the DDT has already been paid by its subsidiary (both domestic and foreign). There is an additional tax at the rate of 10% in the hands of a non-corporate resident assessee having a dividend income in excess of ₹1 million per annum. The Finance Act, 2017 extended this additional tax of 10% to all resident assessees except domestic companies, and 12AA of the Finance Act, 2017 exempts trusts and certain other institutions.

DDT has been abolished by Finance Act, 2020, effective beginning the financial year commencing on April 1, 2020. This will have the effect of reducing the tax burden on the company and the burden of tax payment will shift to the shareholder at the shareholder’s applicable rate of tax.

Any distributions of additional ADSs or equity shares to resident or non- resident holders will not be subject to tax under the Income Tax Act.

*Taxation of Capital Gains.* The following is a brief summary of capital gains taxation of non-resident and resident holders in respect of the sale of ADSs and equity shares received upon redemption of ADSs. The relevant provisions are contained mainly in Sections 45, 47(vii)(a), 115AC and 115ACA, of the Income Tax Act, 1961, in conjunction with the 2014 Scheme. Gains realized upon the sale of ADSs and listed shares that have been held for a period of more than twenty-four months and twelve months, respectively, are considered long-term capital gains. Gains realized upon the sale of ADSs and shares that have been held for a period of twenty-four months or less and twelve months or less, respectively, are considered short term capital gains. Capital gains are taxed as follows:

- Gains from a sale of ADSs outside India, by a non-resident to another non-resident are not taxable in India.
- Long-term capital gains realized by a resident holder from the transfer of the ADSs will be subject to tax at the rate of 10%. Short-term capital gains on such a transfer u/s 115AD of the Income Tax Act, 1961 will be taxed at graduated rates with a maximum of 30%.
- Long-term capital gains realized by a non-resident upon the sale of equity shares obtained through the redemption of ADSs, or settlement of such sale being made off a recognized stock exchange, are subject to tax at a rate of 10% u/s 115AD of the Income Tax Act, 1961.
- Long-term capital gains realized by a non-resident upon the sale of equity shares obtained through the redemption of ADSs, or settlement of such sale being made on a recognized stock exchange, is exempt from tax for sale executed before March 31, 2018 and the short-term capital gains on such sale will be taxed at 15%. An additional tax called “Securities Transaction Tax”, or “STT” (described in detail below) will be levied at the time of settlement. Finance Act 2018 has introduced a new section “112A” effective April 01, 2018 - Long-term capital gains on such sale executed from April 1, 2018 will be taxable, subject to a threshold exemption of Rs. 100,000. However, the cost of acquisition would be taken as higher of actual cost and prevailing price as of January 31, 2018 (prevailing price would be restricted to the actual sale price if lower than the prevailing price as of January 31, 2018).
- The Finance Act, 2015 amended the law to compute the holding period of capital asset being share or shares of a company, acquired by a non-resident on redemption of GDR, from the date on which a request for redemption was made.

- In addition to the above, a surcharge as set forth below and an additional surcharge called “Health and Education Cess” of 4% (effective financial year commencing April 1, 2018) is levied as follows:

Category of person	Net Income Range	Surcharge rate for FY 2018-19	Surcharge rate for FY 2019-20
Individual/HUF/AOP/BOI/artificial Juridical Person	0-5 million	Nil	Nil
	5 million – 10 million	10%	10%
	10 million – 20 million	15%	15%
	20 million – 50 million	15%	25%
	Above 50 million	15%	37%
Firms/Co-operative Society/Local Authority	0-10 million	Nil	Nil
	Above 10 million	12%	12%
Domestic Company	0 – 10 million	Nil	Nil
	10 million – 100 million	7%	7%
	Above 100 million	12%	12%
Foreign Company	0 – 10 million	Nil	Nil
	10 million – 100 million	2%	2%
	Above 100 million	5%	5%

The above rates may be reduced by the applicable tax treaty in case of non-residents. The capital gains tax is computed by applying the appropriate tax rates to the difference between the sale price and the purchase price of the equity shares or ADSs. In the case of employees who receive shares allotted as part of a company’s stock option plan, the purchase price shall be the fair market value which has been taken into account for the purpose of computing the perquisite on salaries. In 1992, the government allowed established Indian companies to issue FCCB. Effective April 2008, the conversion of FCCBs into shares or debentures of any company shall not be treated as a ‘transfer’ and consequently will not be subject to capital gains tax upon conversion. Further, the cost of acquisition of the shares received upon conversion of the bond shall be the price at which the corresponding bond was acquired.

The value of shares/securities allotted under any Employees Stock Option Plan is treated as a perquisite in the hands of employees and will be taxed accordingly. The tax rate will vary from employee to employee with a maximum of 42.74% (subject to the prevailing tax rate slab) on the perquisite value. The perquisite value is calculated as the difference between the fair market value of the share / security on the date of exercise minus the exercise price.

According to the 2014 Scheme, a non-resident holder’s holding period for the purposes of determining the applicable Indian capital gains tax rate in respect of equity shares received in exchange for ADSs commences on the date of notice of the redemption by the depositary to the custodian. For purposes of determining the holding period for a resident employee, the holding period starts from the date of allotment of such assets. Capital gains derived from the sale of subscription rights or other rights by a non-resident holder not entitled to an exemption under a tax treaty will be subject to Indian capital gains tax as per the domestic income tax law. If such subscription rights or other rights are deemed by the Indian tax authorities to be situated within India, the gains realized on the sale of such subscription rights or other rights will be subject to Indian taxation. The capital gains realized on the sale of such subscription rights or other rights, which will generally be in the nature of short term capital gains, will be subject to tax at variable rates with a maximum rate of 40% in the case of foreign companies and at graduated rate with a maximum of 30%, in the case of resident employees and non-resident individuals. In addition to this, there will be a surcharge levied and an additional surcharge called “Health and Education Cess” of 4% in addition to the above tax and surcharge will be levied (Refer to table above for surcharge rates).

As per Section 55(2) of the Income Tax Act, the cost of any share (commonly called a “bonus share”) allotted to any shareholder without any payment and on the basis of such shareholder’s share holdings, shall be nil. The holding period of bonus shares for the purpose of determining the nature of capital gains shall commence on the date of allotment of such shares by the company.

**Securities Transaction Tax:** In respect of a sale and purchase of equity shares entered into on a recognized stock exchange, (i) both the buyer and seller are required to each pay a Securities Transaction Tax (“STT”), at the prescribed rates on the transaction value of the securities, if a transaction is a delivery based transaction (i.e. the transaction involves actual delivery or transfer of shares); and (ii) the seller of the shares is required to

pay a STT at the prescribed rates on the transaction value of the securities, if the transaction is a non-delivery based transaction, i.e., a transaction settled without taking delivery of the shares. The STT rates are as follows:

<b>Taxable securities transaction</b>	<b>Rate</b>	<b>Payable by</b>
<b>Purchase of an equity share in a company where—</b>	<b>0.1%</b>	<b>Purchaser</b>
(a) the transaction of such purchase is entered into in a recognized stock exchange; and		
(b) the contract for the purchase of such share is settled by the actual delivery or transfer of such share.		
<b>Sale of an equity share in a company where—</b>	<b>0.1%</b>	<b>Seller</b>
(a) the transaction of such sale is entered into in recognized stock exchange; and		
(b) the contract for the sale of such share is settled by the actual delivery or transfer of such share.		
<b>Sale of a unit of an equity-oriented fund, where—</b>	<b>0.001%</b>	<b>Seller</b>
(a) the transaction of such sale is entered into in a recognized stock exchange; and		
(b) the contract for the sale of such unit is settled by the actual delivery or transfer of such unit.		
<b>Sale of an equity share in a company or a unit of an equity-oriented fund, where—</b>	<b>0.025%</b>	<b>Seller</b>
(a) the transaction of such sale is entered into in a recognized stock exchange; and		
(b) the contract for the sale of such share or unit is settled otherwise than by the actual delivery or transfer of such share or unit.		
(a) Sale of an option in securities	0.017%	Seller
(b) Sale of an option in securities, where option is exercised	0.125%	Purchaser
(c) Sale of a futures in securities	0.01%	Seller
<b>Sale of a unit of an equity-oriented fund to the Mutual Fund.</b>	<b>0.001%</b>	<b>Seller</b>

*Goods and Service Tax:* Brokerage or commission paid to stock brokers in connection with the sale or purchase of shares is subject to levy of the Goods and Services Tax at an effective rate of 18%.

*Withholding Tax on Capital Gains.* Any gain realized by a non-resident or resident employee on the sale of equity shares is subject to Indian capital gains tax, which, in the case of a non-resident is to be withheld at the source by the buyer. However, as per the provisions of Section 196D (2) of the Income Tax Act, no withholding tax is required to be deducted by way of capital gains arising to Foreign Institutional Investors as defined in Section 115AD of the Income Tax Act on the transfer of securities defined in Section 115AD of the Income Tax Act.

*Buyback of Securities.* Finance (No. 2) Act, 2019 extended the provisions of Section 115QA of the Income Tax Act, 1961 for buyback of shares, which were initially applicable only to unlisted companies, to the buyback of shares by listed companies. Previously, Indian companies were not subject to any tax on the buyback of their shares if the shares were listed on a recognized stock exchange and the buyback transaction was executed on a recognized stock exchange. However, the shareholders were liable to be taxed on any resulting gains. Companies were required to deduct the tax at source according to the capital gains tax liability of a non-resident shareholder. The Finance Act, 2013 levied a tax of 20% against the company for consideration paid to shareholders (in excess of the initial subscription amount) towards buyback of shares by an unlisted company under 115QA of the Income Tax Act, 1961. Now, pursuant to Finance (No. 2) Act, a company shall be liable for additional income tax on the distributed income for every buyback of shares, which will result in additional cash outflow. Currently the rate of tax on buyback of shares is 20% (plus surcharge and cess). Finance (No. 2) Act has been provided that these changes shall not apply to any buyback of shares listed on a recognized stock exchange for which a public announcement was made on or before the July 5, 2019 in accordance with the provisions of the 2018 Buy-back Regulations.

*Stamp Duty and Transfer Tax.* Upon issuance of the equity shares underlying our ADSs, companies will be required to pay a stamp duty of 0.1% per share of the issue price of the underlying equity shares. A transfer of ADSs is not subject to Indian stamp duty. However, upon the acquisition of equity shares from the depository in exchange for ADSs, the non-resident holder will be liable for Indian stamp duty at the rate of 0.25% of the market value of the ADSs or equity shares exchanged. A sale of equity shares by a non-resident holder will also be subject to Indian stamp duty at the rate of 0.25% of the market value of the equity shares on the trade date, although customarily such tax is borne by the transferee. Shares must be traded in dematerialized form. The transfer of shares in dematerialized form is currently not subject to stamp duty.

*Gift Tax and Estate Duty.* The Finance Act, 2017 has inserted a new Section 56 (2)(x) with effect from April 1, 2017 to tax the receipt of any sum of money or any immovable property, by any person either without consideration or for an inadequate consideration for value exceeding ₹50,000 (Stamp duty value in case of immovable property) during the year. The same is exempt from tax if it is received from any relative, occasion of marriage, under a will or by way of inheritance, or in contemplation of death of the payer or donor. We cannot assure that these provisions will not be amended further in future. Non-resident holders are advised to consult their own tax advisors regarding this issue.

*General Anti Avoidance Rule (“GAAR”).* The provisions of GAAR was included as part of Income Tax Act, 1961 under Chapter X-A consisting of Sections 95 to 102, on April 1, 2014 and came into effect April 1, 2017. If any transaction is arranged to obtain a tax benefit and it falls under the certain conditions as specified in the GAAR provisions, the transaction shall be treated as an impermissible avoidance arrangement or an arrangement with lack of commercial substance. The tax authorities, after a hearing of the tax payer and after obtaining due approvals from a higher authority, can deny the tax benefit or a benefit under a tax treaty, in such manner as is deemed appropriate. Certain powers granted to tax authorities under the GAAR provisions are as under:

- a) disregarding, combining or recharacterizing any step in, or a part or whole of an arrangement;
- b) treating an arrangement as if it had not been entered into or carried out;
- c) any equity may be treated as debt or vice versa,
- d) any accrual, or receipt of capital nature may be treated as revenue nature or vice versa,
- e) any expenditure, deduction, relief or rebate may be re-characterized.

*Minimum Alternative Tax (“MAT”).* The Income Tax Act, 1961 introduced the provisions of MAT with effect from April 1, 2001, which require corporate assessee to pay minimum tax on book profit if it is higher than the tax computed based on regular provisions of the Income Tax Act, 1961. MAT is computed with certain minimal adjustment to book profit, in the form of exempt income, and provision towards any diminution in the value of assets and appropriations, among other things. From April 2005 until March 2012, any income arising out of any business carried on in a Special Economic Zone as a developer or unit was not subject to MAT. From April 1, 2012 onwards, even income arising out of any business carried on in a Special Economic Zone as a developer or unit is subject to MAT. Where any tax is paid under MAT, such tax will be eligible for adjustment against regular income tax liability computed under the Act, for the following ten years as MAT credit. The Finance Act, 2017 increased the period for carry forward of MAT credit to 15 years from 10 years. In the financial year ended March 31, 2020, the GoI amended the Income Tax Act, 1961 vide The Taxation Laws (Amendment) Act, 2019, providing an option to pay a lower rate of tax of 22% (plus surcharge and cess) by foregoing all the deductions available under Chapter VI-A and other profit-linked deductions as prescribed in the Income Tax Act, 1961. This option, once exercised, is irrevocable and the corresponding MAT credit available will be lapsed. In the future, if a company opts for this lower rate of tax, this may lead to increase in tax outflow and the MAT credit available to the company will be lapsed. Further, the rate of tax under MAT provisions has been reduced to 17.47% from 21.54%.

*Income computation and disclosure standards (“ICDS”).* Central Board of Direct Taxes (“CBDT”) notified ten ICDS applicable from FY 2015-16. These standards are to be adopted for computation of taxable income from business or profession or income from other sources under Income Tax Act, 1961. These ICDS do not have any significant impact on the tax expense reported in the consolidated financial statements.

PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO INDIAN AND THEIR LOCAL TAX CONSEQUENCES OF ACQUIRING, OWNING OR DISPOSING OF EQUITY SHARES OR ADSs.

#### **Material United States Federal Income Tax Consequences**

The following is a summary of the material U.S. federal income tax consequences that may be relevant with respect to the ownership and disposition of equity shares or ADSs and is for general information only. This summary addresses the U.S. federal income tax considerations of U.S. holders. For purposes of this discussion, “U.S. holders” are (a) individuals who are citizens or residents of the United States, (b) corporations (or other entities treated as corporations for U.S. federal income tax purposes) created in or under the laws of the United States or any political subdivision thereof or therein, (c) estates, the income of which is includable in gross income for U.S. federal income tax purposes, regardless of its source and (d) trusts having a valid election to be treated as “United States persons” (within the meaning of Section 7701(a)(30) of U.S. Internal Revenue Code of 1986, as amended (the “Code”)) in effect under U.S. Treasury Regulations or the administration of which a U.S. court exercises primary supervision and with respect to which a United States person has the authority to control all substantial decisions.



This summary is limited to U.S. holders who hold or will hold equity shares or ADSs as capital assets. In addition, this summary is limited to U.S. holders who are not residents in India for purposes of the Convention between the Government of the United States of America and the GoI for the avoidance of Double Taxation and the prevention of Fiscal Evasion (the “**Convention**”) with respect to taxes on income. If a partnership holds the equity shares or ADSs, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. A partner in a partnership holding equity shares or ADSs should consult its own tax advisor.

This summary does not address any tax considerations arising under the laws of any U.S. state or local or foreign jurisdiction, or tax considerations under any U.S. non-income tax laws. In addition, this summary does not address tax considerations applicable to holders that may be subject to special tax rules, such as banks, insurance companies, regulated investment companies, real estate investment trusts, financial institutions, dealers in securities or currencies, tax-exempt entities, persons liable for alternative minimum tax, persons that will hold equity shares or ADSs as a position in a “straddle” or as part of a “hedging” or “conversion” transaction for tax purposes, persons holding ADSs or equity shares through partnerships or other pass-through entities, persons that have a “functional currency” other than the U.S. dollar or holders of 10% or more, by voting power or value, of the shares of our company. This summary is based on the Code, U.S. Treasury Regulations in effect or, in some cases, proposed, as of the date of this document, as well as judicial and administrative interpretations thereof available on or before such date and is based in part on the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms. All of the foregoing is subject to change, which could apply retroactively and could affect the tax consequences described below.

EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR WITH RESPECT TO THE U.S. FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF ACQUIRING, OWNING OR DISPOSING OF EQUITY SHARES OR ADSs.

*Ownership of ADSs.* For U.S. federal income tax purposes, holders of ADSs generally will be treated as the owners of equity shares represented by such ADSs. Accordingly, the conversion of ADSs into equity shares generally will not be subject to United States federal income tax.

*Dividends.* The gross amount of any distributions of cash or property (other than, generally, distributions of our equity shares) with respect to equity shares or ADSs will generally be included in income by a U.S. holder as foreign source dividend income at the time of receipt, which in the case of a U.S. holder of ADSs generally should be the date of receipt by the depositary, to the extent such distributions are made from the current or accumulated earnings and profits (as determined under U.S. federal income tax principles) of our company. Such dividends will not be eligible for the dividends received deduction (“**DRD**”) generally allowed to corporate U.S. holders, other than certain corporate U.S. holders who own 10% or more of us. 10% corporate U.S. holders should consult their tax advisors regarding any DRD to which they are entitled. To the extent, if any, that the amount of any distribution by our company exceeds our company’s current or accumulated earnings and profits as determined under U.S. federal income tax principles, such excess will be treated first as a tax-free return of capital to the extent of the U.S. holder’s tax basis in the equity shares or ADSs and thereafter as capital gain. However, because we do not intend to determine our earnings and profits under U.S. federal income tax principles, any distribution will generally be treated as a dividend for U.S. federal income tax purposes.

Subject to certain conditions and limitations, including the passive foreign investment company rules described below, dividends paid to non-corporate U.S. holders, including individuals, may be eligible for a reduced rate of taxation if we are deemed to be a “qualified foreign corporation” for U.S. federal income tax purposes.

A qualified foreign corporation generally includes a foreign corporation (1) with respect to any dividend it pays on its shares (or ADSs in respect of such shares) that are readily tradable on an established securities market in the United States, or (2) it is eligible for the benefits under a comprehensive income tax treaty with the United States which the U.S. Treasury Secretary determines is satisfactory and which includes an exchange of information program. In addition, a corporation is not a qualified foreign corporation if it is a passive foreign investment company (as discussed below) for the taxable year in which the dividend is paid or the preceding taxable year. Our ADSs are traded on the NYSE, an established securities market in the United States as identified by Internal Revenue Service guidance. We may also be eligible for benefits under the Convention.

EACH U.S. HOLDER SHOULD CONSULT ITS OWN TAX ADVISOR REGARDING THE TREATMENT OF DIVIDENDS AND SUCH HOLDER’S ELIGIBILITY FOR REDUCED RATE OF TAXATION UNDER THE LAW IN EFFECT FOR THE YEAR OF THE DIVIDEND.

Subject to certain conditions and limitations, Indian dividend withholding tax, if any, imposed upon distributions paid to a U.S. holder with respect to such holder’s equity shares or ADSs generally should be eligible for credit against the U.S. holder’s U.S. federal income tax liability. Alternatively, a U.S. holder may claim a deduction for such amount, but only for a year in which a U.S. holder does not claim a credit with respect to any foreign income taxes. The overall limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of

income. For this purpose, distributions on equity shares or ADSs will be income from sources outside the United States and will generally be “passive category income” for purposes of computing the United States foreign tax credit allowable to a U.S. holder. No foreign tax credit or deduction is allowed for taxes paid or accrued with respect to a dividend that qualifies for the DRD. If dividends are paid in Indian rupees, the amount of the dividend distribution included in the income of a U.S. holder will be in the U.S. dollar value of the payments made in Indian rupees, determined at a spot exchange rate between Indian rupees and U.S. dollars applicable to the date such dividend is included in the income of the U.S. holder, regardless of whether the payment is in fact converted into U.S. dollars. Generally, gain or loss, if any, resulting from currency exchange fluctuations during the period from the date the dividend is paid to the date such payment is converted into U.S. dollars will be treated as U.S. source ordinary income or loss.

*Sale or Exchange of Equity Shares or ADSs.* A U.S. holder generally will recognize gain or loss on the sale or exchange of equity shares or ADSs equal to the difference between the amount realized on such sale or exchange and the U.S. holder’s adjusted tax basis in the equity shares or ADSs, as the case may be. Subject to the “Passive Foreign Investment Company” discussion below, such gain or loss will be capital gain or loss, and will be long-term capital gain or loss if the equity shares or ADSs, as the case may be, were held for more than one year. Gain or loss, if any, recognized by a U.S. holder generally will be treated as U.S. source passive category income or loss for U.S. foreign tax credit purposes. Capital gains realized by a U.S. holder upon sale of equity shares (but not ADSs) may be subject to tax in India, including withholding tax. See the “Taxation of Distributions” and “Taxation of Capital Gains” discussion above. Due to limitations on foreign tax credits, however, a U.S. holder may not be able to utilize any such taxes as a credit against the U.S. holder’s federal income tax liability.

*Backup Withholding Tax and Information Reporting.* Any dividends paid, or proceeds on a sale of, equity shares or ADSs to or by a U.S. holder may be subject to U.S. information reporting, and backup withholding, currently at a rate of 24%, may apply unless the holder is an exempt recipient or provides such holder’s correct U.S. taxpayer identification number, certifies that such holder is not subject to backup withholding and otherwise complies with any applicable backup withholding requirements. Any amount withheld under the backup withholding rules may be allowed as a refund or credit against the holder’s U.S. federal income tax liability, provided that the required information is timely furnished to the IRS.

*Estate taxes.* An individual U.S. holder will have the value of the equity shares or ADSs held by such holder included in his or her gross estate for U.S. federal estate tax purposes. An individual holder who actually pays Indian estate tax with respect to the equity shares may, however, be entitled to credit the amount of such tax against his or her U.S. federal estate tax liability, subject to a number of conditions and limitations.

*Additional Tax on Net Investment Income.* U.S. holders that are individuals, estates or trusts and whose income exceeds certain thresholds are subject to a 3.8% tax on certain net investment income, including, among other things, dividends on, and capital gains from the sale or other taxable disposition of, equity shares or ADSs, subject to certain limitations and exceptions.

*Passive Foreign Investment Company.* A non-U.S. corporation will be classified as a passive foreign investment company for any taxable year for U.S. federal income tax purposes if either:

- 75% or more of its gross income for the taxable year is passive income; or
- on average for the taxable year by value, or, if it is not a publicly traded corporation and so elects or is a controlled foreign corporation, by adjusted basis, if 50% or more of its assets produce or are held for the production of passive income.

We do not believe that we satisfy either of the tests for passive foreign investment company status for the taxable year ended March 31, 2020. However, because this determination is made on an annual basis and depends on a variety of factors (including the value of our ADSs), no assurance can be given that we were not considered a passive foreign investment company in a prior taxable year, or that we will not be considered a passive foreign investment company for the current taxable year and/or future taxable years. If we were to be a passive foreign investment company for any taxable year, U.S. holders would be required to either:

- pay an interest charge together with tax calculated at ordinary income rates on “excess distributions,” as the term is defined in relevant provisions of U.S. tax laws, and on any gain on a sale or other disposition of ADSs or equity shares;
- if an election is made for us to be a “qualified electing fund” (as the term is defined in relevant provisions of the U.S. tax laws), include in their taxable income their pro rata share of undistributed amounts of our income; or
- if the equity shares are “marketable” and a mark-to-market election is made, mark-to-market the equity shares each taxable year and recognize ordinary gain and, to the extent of prior ordinary gain, ordinary loss for the increase or decrease in market value for such taxable year.

If we are treated as a passive foreign investment company, we do not plan to provide information necessary for the qualified electing fund election.

If we are treated as a passive foreign investment company for any taxable year during which a U.S. holder holds the ADSs or equity shares, we will continue to be treated as a passive foreign investment company with respect to such U.S. holder for all succeeding years during which the U.S. holder holds the ADSs or equity shares, unless we were to cease to be a passive foreign investment company and the U.S. holder makes a “deemed sale” election with respect to the ADSs or equity shares.

In addition, certain information reporting obligations may apply to U.S. holders if we are determined to be a passive foreign investment company.

THE ABOVE SUMMARY IS NOT INTENDED TO BE A COMPLETE ANALYSIS OF ALL TAX CONSEQUENCES RELATING TO OWNERSHIP OF EQUITY SHARES OR ADSs. YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE UNITED STATES FEDERAL INCOME TAX LAWS TO YOUR PARTICULAR CIRCUMSTANCES, AS WELL AS ANY ADDITIONAL TAX CONSEQUENCES RESULTING FROM AN INVESTMENT IN THE ADSs OR EQUITY SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF THE TAX LAWS OF ANY STATE, LOCAL OR NON-U.S. JURISDICTION, AND ANY ESTATE, GIFT AND INHERITANCE LAWS.

### **Documents on Display**

This report and other information filed or to be filed by Wipro Limited can be inspected and copied at the public reference facilities maintained by the SEC at:

100 F Street, NE  
Washington D.C. 20549

Copies of these materials can also be obtained from the Public Reference Section of the SEC, 100 F Street, NE., Washington D.C, 20549, at prescribed rates.

The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system.

Additionally, documents referred to in this Form 20-F may be inspected at our corporate offices which are located at Doddakannelli, Sarjapur Road, Bengaluru, Karnataka, 560035, India.

### **Subsidiary Information.**

For details of our subsidiaries, please refer to Note 32 of the Notes to the Consolidated Financial Statements.

## **Item 11. Quantitative and Qualitative Disclosures About Market Risk**

### **Market Risk**

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, foreign currency receivables, payables, lease liabilities and loans and borrowings.

Our exposure to market risk is a function of investment and financing activities and revenue generating activities in foreign currency. The objective of market risk management is to avoid excessive exposure of our earnings and equity to losses.

### *Risk Management Procedures*

We manage market risk through a corporate treasury department, which evaluates and exercises independent control over the entire process of market risk management. Our corporate treasury department recommends risk management objectives and policies, which are approved by senior management and Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

## Components of Market Risk

### *Foreign currency risk*

We operate internationally and a major portion of our business is transacted in several currencies. Consequently, the Company is exposed to foreign exchange risk through receiving payment for sales and services in the United States and elsewhere, and making purchases from overseas suppliers in various foreign currencies. The exchange rate risk primarily arises from foreign exchange revenue, receivables, cash balances, forecasted cash flows, payables and foreign currency loans and borrowings. A significant portion of our revenue is in U.S. Dollars, United Kingdom Pound Sterling, Euros, Australian Dollars and Canadian Dollars while a large portion of our costs are in Indian Rupees. The exchange rates between the rupee and these currencies have fluctuated significantly in recent years and may continue to fluctuate in the future. Appreciation of the Indian Rupee against these currencies can adversely affect our results of operations.

We evaluate our exchange rate exposure arising from these transactions and enter into foreign currency derivative instruments to mitigate such exposure. We follow established risk management policies, including the use of derivatives like foreign exchange forward/option contracts to hedge forecasted cash flows denominated in foreign currency.

We have designated certain derivative instruments as cash flow hedges to mitigate the foreign exchange exposure of forecasted highly probable cash flows. We have also designated foreign currency borrowings as hedges against respective net investments in foreign operations.

As of March 31, 2020, a ₹1 increase in the spot exchange rate of the Indian rupee with the U.S. dollar would result in approximately ₹1,972 million (Consolidated Statement of Income ₹658 million and other comprehensive income ₹1,314 million) decrease in the fair value, and a ₹1 decrease would result in approximately ₹1,912 million (consolidated statement of income ₹658 million and other comprehensive income ₹1,254 million) increase in the fair value of foreign currency dollar denominated derivative instruments.

### *Interest rate risk*

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. Our investments are primarily in short-term investments, which do not expose us to significant interest rate risk. From time to time, to manage our net exposure to interest rate risk relating to borrowings, we may enter into interest rate swap agreements, which allows us to exchange periodic payments based on a notional amount and agreed upon fixed and floating interest rates. Certain borrowings are also transacted at fixed interest rates. If interest rates were to increase by 100 bps from March 31, 2020, additional net annual interest expense on our floating rate borrowing would amount to approximately ₹773 million.

### *Credit risk*

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this, we periodically assess the financial reliability of customers, considering the financial condition, current economic trends, forward-looking macroeconomic information, analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. No single customer accounted for more than 10% of the accounts receivable as of March 31, 2020 or for revenues for the year ended March 31, 2020. There is no significant concentration of credit risk.

### *Counterparty risk*

Counterparty risk encompasses issuer risk on marketable securities, settlement risk on derivative and money market contracts and credit risk on cash and time deposits. Issuer risk is minimized by only buying securities in India which are at least AA rated by Indian rating agencies. Settlement and credit risk is reduced by the policy of entering into transactions with counterparties that are usually banks or financial institutions with acceptable credit ratings. Exposure to these risks are closely monitored and maintained within predetermined parameters. There are limits on credit exposure to any financial institution. The limits are regularly assessed and determined based upon credit analysis including financial statements and capital adequacy ratio reviews.

### *Liquidity risk*

Liquidity risk is defined as the risk that we will not be able to settle or meet our obligations on time or at a reasonable price. Our corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2020, our cash and cash equivalents are held with major banks and financial institutions. Please refer to "Liquidity and Capital Resources" section of Item 5 for further details on assessment of our liquidity position.

**Item 12. Description of Securities Other Than Equity Securities**

**Item 12.A. Debt Securities**

Not applicable.

**Item 12.B. Warrants and Rights**

Not applicable.

**Item 12.C. Other securities**

Not applicable.

**Item 12.D. American Depositary Shares**

**Item 12.D.1.**

Not applicable.

**Item 12.D.2.**

Not applicable.

**Item 12.D.3. Fees and Charges for Holders of American Depositary Receipts**

JPMorgan Chase Bank, N.A., as Depositary for the ADSs collects fees as provided in the Deposit Agreement, as mentioned below. The following is qualified in its entirety by reference to the Amendment No. 3 to the Deposit Agreement filed as Exhibit (a)(4) to the Form F-6 filed on May 30, 2017. “The Depositary may charge, and collect from,

- (i) each person to whom ADSs are issued, including, without limitation, issuances against deposits of Shares, issuances in respect of Share Distributions, Rights and Other Distributions (as such terms are defined in paragraph (10)), issuances pursuant to a stock dividend or stock split declared by the Company, or issuances pursuant to a merger, exchange of securities or any other transaction or event affecting the ADSs or the Deposited Securities, and
- (ii) each person surrendering ADSs for withdrawal of Deposited Securities or whose ADSs are cancelled or reduced for any other reason, U.S.\$5.00 for each 100 ADSs (or portion thereof) issued, delivered, reduced, cancelled or surrendered (as the case may be). The Depositary may sell (by public or private sale) sufficient securities and property received in respect of Share Distributions, Rights and Other Distributions prior to such deposit to pay such charge. The following additional charges shall be incurred by the Holders, by any party depositing or withdrawing Shares or by any party surrendering ADSs and/or to whom ADSs are issued (including, without limitation, issuances pursuant to a stock dividend or stock split declared by the Company or an exchange of stock regarding the ADSs or the Deposited Securities or a distribution of ADSs pursuant to paragraph (10)), whichever is applicable.
  - (i) a fee of U.S.\$0.05 or less per ADS for any Cash distribution made pursuant to the Deposit Agreement,
  - (ii) a fee of U.S.\$1.50 per ADR or ADRs for transfers made pursuant to paragraph (3) hereof,
  - (iii) a fee for the distribution or sale of securities pursuant to paragraph (10) hereof, such fee being in an amount equal to the fee for the execution and delivery of ADSs referred to above which would have been charged as a result of the deposit of such securities (for purposes of this paragraph (7) treating all such securities as if they were Shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the Depositary to Holders entitled thereto,
  - (iv) an aggregate fee of U.S.\$0.05 per ADS per calendar year (or portion thereof) for services performed by the Depositary in administering the ADRs (which fee may be charged on a periodic basis during each calendar year and shall be assessed against Holders as of the record date or record dates set by the Depositary during each calendar year and shall be payable at the sole discretion of the Depositary by billing such Holders or by deducting such charge from one or more cash dividends or other cash distributions), and
  - (v) a fee for the reimbursement of such fees, charges and expenses as are incurred by the Depositary and/or any of the Depositary’s agents (including, without limitation, the Custodian and expenses incurred on behalf of Holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in connection with the servicing of the Shares or other Deposited Securities, the sale of securities (including, without limitation, Deposited Securities), the delivery of Deposited Securities or otherwise in connection with the Depositary’s or its Custodian’s compliance with applicable law, rule or

regulation (which fees and charges shall be assessed on a proportionate basis against Holders as of the record date or dates set by the Depositary and shall be payable at the sole discretion of the Depositary by billing such Holders or by deducting such charge from one or more cash dividends or other cash distributions). The Company will pay all other charges and expenses of the Depositary and any agent of the Depositary (except the Custodian) pursuant to agreements from time to time between the Company and the Depositary, except (i) stock transfer or other taxes and other governmental charges (which are payable by Holders or persons depositing Shares), (ii) SWIFT, cable, telex and facsimile transmission and delivery charges incurred at the request of persons depositing, or Holders delivering Shares, ADRs or Deposited Securities (which are payable by such persons or Holders), (iii) transfer or registration fees for the registration or transfer of Deposited Securities on any applicable register in connection with the deposit or withdrawal of Deposited Securities (which are payable by persons depositing Shares or Holders withdrawing Deposited Securities; there are no such fees in respect of the Shares as of the date of the Deposit Agreement), and (iv) in connection with the conversion of foreign currency into U.S. dollars, JPMorgan Chase Bank, N.A. (“**JPMorgan**”) shall deduct out of such foreign currency the fees, expenses and other charges charged by it and/or its agent (which may be a division, branch or affiliate) so appointed in connection with such conversion. JPMorgan and/or its agent may act in principal for such conversion of its foreign currency. Such charges may at any time and from time to time be changed by agreement between the Company and the Depositary. For further details, see <https://www.adr.com>.” The Depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

**Item 12.D.4. Fees Paid by Depositary to the Company**

JPMorgan Chase Bank, N.A., as Depositary, has agreed to reimburse certain reasonable expenses related to the Company’s ADR Program and incurred by the Company in connection with the Program. During the year ended March 31, 2020, the Depositary paid an amount of \$48,514.97 (net of TDS) towards settlement of expenses relating to our ADR program.

**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

Not applicable.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

Not applicable.

**Item 15. Controls and Procedures**

*Disclosure controls and procedures.*

Based on their evaluation as of March 31, 2020, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and that material information related to us and our consolidated subsidiaries is accumulated and communicated to our management, including the principal executive officer and principal financial officer, as appropriate, to allow timely decisions about required disclosure.

## MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the International Financial Reporting Standards and their interpretations ("IFRS"), as issued by the International Accounting Standard Board ("IASB").

The Company's internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, as issued by the IASB and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, with the participation of our principal executive officer and principal financial officer, assessed the effectiveness of internal control over financial reporting as of March 31, 2020. In conducting this assessment of internal control over financial reporting, management based criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management concluded that our internal control over financial reporting was effective as of March 31, 2020.

Our independent registered public accounting firm, Deloitte Haskins & Sells, LLP, Chartered Accountants ("Deloitte"), has audited the Consolidated Financial Statements in this Form 20-F, and as part of their audit, has issued its report, which is included in this Form 20-F, on the effectiveness of our internal control over financial reporting as of March 31, 2020.

## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of Wipro Limited

### **Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Wipro Limited and subsidiaries (the “Company”) as of March 31, 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the financial statements as of and for the year ended March 31, 2020, of the Company and our report dated May 29, 2020, expressed an unqualified opinion on those financial statements and included an explanatory paragraph related to the Company’s change in method of accounting for leases in fiscal year 2020 and revenue from contracts with customers in fiscal year 2019 due to adoption of International Financial Reporting Standard 16, *Leases* and International Financial Reporting Standard 15, *Revenue from Contracts with Customers*, respectively.

### **Basis of Opinion**

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control over Financial Reporting**

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte Haskins & Sells LLP  
Bengaluru, India  
May 29, 2020



*Change in internal controls over financial reporting.*

In response to the COVID-19 pandemic, we initiated our business continuity program in March 2020 and facilitated our employees to work remotely/work from home. Our business continuity program and the design of our processes allow for remote execution with accessibility to secure data. There were no changes to our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting during the period covered in this Annual Report.

**Compliance with the New York Stock Exchange Corporate Governance Rules**

The Company presently complies substantially with all the practices as described in the final Corporate Governance Rules and Listing Standards of the New York Stock Exchange as approved by the Securities and Exchange Commission on January 11, 2013 and codified in Section 303A of the NYSE Listed Company Manual.

A detailed compliance report with the final Corporate Governance rules of the NYSE will be separately filed with the New York Stock Exchange.

**Item 16A. Audit Committee Financial Expert**

The Audit Committee is responsible for reviewing reports of our financial results, audits, internal controls, and compliance with applicable laws and regulations. The committee selects the independent registered public accounting firm and approves all related fees and compensation and reviews their selection with the Board of Directors. The committee also reviews the services proposed to be performed by the independent registered public accounting firm to ensure their independence with respect to such services.

Members of the committee are non-management directors who, in the opinion of the Company's Board of Directors, are independent as defined under the applicable rules of the NYSE. The Board has determined that Mr. M.K. Sharma qualifies as an Audit Committee Financial Expert as defined by the applicable rules of the SEC. Our Board has also determined that Mr. M.K. Sharma is an independent director under applicable NYSE rules and Rule 10A-3 under the Exchange Act.

**Item 16B. Code of Ethics**

Our Audit Committee has adopted a written Code of Ethics, as defined in Item 406 of Regulation S-K, applicable to our principal executive officer, principal financial officer, principal accounting officer and officers working in our finance, accounting, treasury, internal audit, tax, legal, purchase, financial analyst, investor relations functions, disclosure committee members, and senior management, as well as members of the Audit Committee and the Board of Directors. Our Code of Ethics is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com). We will post any amendments to, or waivers from, our Code of Ethics at that location on our website.

Our Audit Committee has also adopted an Ombuds process policy wherein it has established procedures for receiving, retaining and treating complaints received, and procedures for the confidential, anonymous submission by employees, former employees, consultants, vendors and service providers of complaints regarding questionable accounting or auditing matters, conduct which results in a violation of law by Wipro or in a substantial mismanagement of Company resources. Under this policy, our employees and others are encouraged to report questionable accounting matters, any reporting of fraudulent financial information to our shareholders, the government or the financial markets any conduct that results in a violation of law by Wipro to our management (on an anonymous basis, if they so desire). Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employee who, based on the employee's reasonable belief that such conduct or practices have occurred or are occurring, reports that information or participates in an investigation. Our Ombuds process policy is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com).

We have adopted a Code of Business Conduct, applicable to all officers, directors and employees. Our Code of Business Conduct is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com). We have also adopted a Code of Conduct for Independent Directors as prescribed under the Companies Act, 2013, which is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com).

**Item 16C. Principal Accountant Fees and Services**

Our Audit Committee charter requires us to obtain the prior approval of our audit committee on every occasion that we engage our principal accountants or their associated entities and on every occasion that they provide us with any non-audit services. At the beginning of each year, the Audit Committee reviews the proposed services, including the nature, type and scope of services contemplated and approves the related fees, to be rendered by these firms during the year. In addition, Audit Committee pre-approval is also required for those engagements that may arise during the course of the year that are outside the scope of the initial services and fees pre-approved by the Audit Committee.

The following table presents fees for professional audit services rendered by Deloitte for the audit of the Company's annual financial statements and fees billed for other services rendered by Deloitte for the year ended March 31, 2019 and March 31, 2020.

	Year ended March 31,	
	2019	2020
	(₹ in millions)	
Audit fees	₹ 73	₹ 81
Tax fees	40	51
All other fees	12	17
<b>Total</b>	<b>₹ 125</b>	<b>₹ 149</b>

*Audit services:* comprise fees for professional services in connection with the audit of Company's annual consolidated financial statements and their attestation and report concerning internal control over financial reporting, audits of interim financial statements and other audit/attestation services.

*Tax services:* comprise fees for tax compliance, tax assessment and tax planning services rendered. These services include assistance with research and development tax incentives in certain foreign jurisdictions, corporate tax services like assistance with foreign income tax, value added tax, transfer pricing study, government sales tax and equivalent tax matters in local jurisdictions and assistance with local tax authority reporting requirements for tax compliance purposes.

*Other services:* comprise fees for testing Service Organization Controls under International Standard on Assurance Engagements established by the International Auditing and Assurance Standards Board.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

We have not sought any exemption from the listing standards for Audit Committees applicable to us as foreign private issuer, pursuant to Rule 10(A)-3(d) of the Securities Exchange Act of 1934.

**Item 16E. Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

Record Date	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
June 21, 2019	323,076,923	₹ 325	323,076,923	N.A.

Please refer to Note 22 of our Notes to Consolidated Financial Statements for a description of the buyback concluded during the year ended March 31, 2020.

**Item 16F. Changes in Registrant's Certifying Accountant**

None.

**Item 16G. Corporate Governance**

Since our securities are listed on a national securities exchange, we are required to provide a concise summary of any significant ways in which our corporate governance practices differ from those followed by domestic companies under the listing standards of that exchange. Being a foreign private issuer, we are permitted to follow home country practice in lieu of the provisions of Section 303A of the NYSE Listed Company Manual, except that we are required to comply with the requirements of Sections 303A.06, 303A.11 and 303A.12(b) and (c) thereof. With regard to Section 303A.11, although the Company's required home country standards on corporate governance may differ from the NYSE listing standards, the Company's actual corporate governance policies and practices are generally in compliance with the NYSE listing standards applicable to domestic companies. Some of the key differences between the requirements in India as per the currently applicable listing regulations and those as per the NYSE listing requirements are as follows:

- Listing regulations with Indian stock exchanges state that where the chairperson of the Board of Directors is a non-executive director, at least one-third of the Board of Directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least half of the Board of Directors shall comprise of independent directors. On the other hand, NYSE listing requirements specify that a majority of the Board of Directors must consist of independent directors.
- Listing regulations with Indian stock exchanges require that a majority of the members of the Audit Committee be independent directors while the NYSE listing requirements specify that all the members of the Audit Committee must be independent directors.
- A Shareholders Grievance Committee (Stakeholders Relationship Committee) is mandatory under listing regulations with Indian stock exchanges. This is not a requirement under NYSE listing requirements.
- Criteria for determining directors to be independent also differ between the two countries' listing requirements.
- Listing regulations with Indian stock exchanges require submission of report on Related Party Transactions on a consolidated basis and publication of the same on the company's website in the format specified by the accounting standard on a half-yearly basis.
- Listing regulations with Indian stock exchanges require detailed reasons to be provided in the event of any resignation by statutory auditors or independent directors.
- Listing regulations with Indian stock exchanges require that a company ensure that for the purposes of quarterly consolidated financial results, at least 80% of each of the consolidated revenue, assets and profits shall have been subject to audit or limited review.
- Listing regulations with Indian stock exchanges require certain disclosures in a company's annual report, including details of significant changes (i.e., change of 25% or more as compared to the immediately preceding financial year) in key financial ratios, including debtors turnover, inventory turnover, interest coverage ratio, current ratio, debt equity ratio, operating profit margin and net profit margin, along with detailed explanations.
- Listing regulations with Indian stock exchanges require the Nomination and Remuneration Committee to recommend to the Board of Directors all remuneration, in whatever form payable, to senior management.
- Listing regulations with Indian stock exchanges require that the maximum number of directorships a person can hold in listed companies be reduced from ten to eight by April 2019 and to seven by April 2020.
- Listing regulations with Indian stock exchanges require disclosure of the skills/expertise of Directors. The Corporate Governance report shall include a matrix setting out the skills/expertise/competence of Directors in the following manner: a) list of core skills/expertise/competence as required in the context of the business of the Company and those actually available with the Board (effective for the financial year ended March 31, 2019) and b) name of Directors who have such skills/expertise/competence (effective for the financial year ended March 31, 2020).

The other key practices followed in the home country as per home country laws are disclosed elsewhere in this report. Some or many of the amendments prescribed under the Listing and Disclosure Amendment Regulations, 2018, are likely to be different from the NYSE listing requirements. A majority of the amendments are effective from April 1, 2019.

#### **Compliance with the New York Stock Exchange Corporate Governance Rules**

The Company presently complies substantially with all the practices as described in the final Corporate Governance Rules and Listing Standards of the NYSE as approved by the SEC on January 11, 2013 and codified in Section 303A of the NYSE Listed Company Manual.

A detailed compliance report with the final Corporate Governance rules of the NYSE will be separately filed with the NYSE.

**Item 16H. Mine Safety Disclosure**

Not Applicable.

**PART III**

**Item 17. Financial Statements**

See Item 18.

**Item 18. Financial Statements**

**Consolidated Statements and Other Financial Information**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the shareholders and the Board of Directors of Wipro Limited**

**Opinion on the Financial Statements**

We have audited the accompanying consolidated statements of financial position of Wipro Limited and subsidiaries (the “Company”) as of March 31, 2020 and 2019, the related consolidated statements of income, comprehensive income, shareholders’ equity, and cash flows, for each of the three years in the period ended March 31, 2020, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2020, in conformity with the International Financial Reporting Standards as issued by the International Accounting Standards Board.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of March 31, 2020, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 29, 2020, expressed an unqualified opinion on the Company’s internal control over financial reporting.

**Change in Accounting Principle**

As discussed in Note 3 and 3(xiv) to the financial statements, the Company has changed its method of accounting for leases in fiscal year 2020 and revenue from contracts with customers in fiscal year 2019 due to adoption of International Financial Reporting Standard 16, *Leases* and International Financial Reporting Standard 15, *Revenue from Contracts with Customers*, respectively.

**Basis for Opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

## Critical Audit Matters

The critical audit matters communicated below are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

***Fixed price contracts using the percentage of completion method - Refer Notes 2 (iv)(a), 3(xiv)B and 24 to the financial statements.***

### *Critical Audit Matter Description*

Revenue from fixed-price contracts, including software development, and integration contracts, where the performance obligations are satisfied over time, is recognized using the percentage-of-completion method.

Use of the percentage-of-completion method requires the Company to determine the project costs incurred to date as a percentage of total estimated project costs required to complete the project. The estimation of total project costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information. In addition, provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated project costs.

We identified the revenue recognition for fixed price contracts where the percentage-of-completion method is used as a critical audit matter because of the significant judgement involved in estimating the efforts to complete such contracts.

This estimate has a high inherent uncertainty and requires consideration of progress of the contract, efforts incurred to-date and estimates of efforts required to complete the remaining contract performance obligations over the lives of the contracts.

This required a high degree of auditor judgment in evaluating the audit evidence supporting the application of the input method used to recognize revenue and a higher extent of audit effort to evaluate the reasonableness of the total estimated amount of revenue recognized on fixed-price contracts.

### *How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to estimates of efforts to complete for fixed-price contracts accounted using the percentage-of-completion method included the following, among others:

- We tested the effectiveness of controls relating to (1) recording of efforts incurred and estimation of efforts required to complete the remaining contract performance obligations, and (2) access and application controls pertaining to time recording and allocation systems, which prevents unauthorised changes to recording of efforts incurred.
- We evaluated management's ability to reasonably estimate the progress towards satisfying the performance obligation by comparing actual information to estimates for performance obligations that have been fulfilled.
- We selected a sample of fixed price contracts with customers accounted using percentage-of-completion method and performed the following:
  - Read the contract and based on the terms and conditions evaluated whether recognizing revenue over time was appropriate, and the contract was included in management's calculation of revenue over time.
  - Evaluated other information that supported the estimates of the progress towards satisfying the performance obligation.
  - Evaluated the appropriateness of and consistency in the application of management's policies and methodologies to estimate progress towards satisfying the performance obligation.
  - Compared efforts incurred with Company's estimate of efforts incurred to date to identify significant variations and evaluate whether those variations have been considered appropriately in estimating the remaining efforts to complete the contract.

- Tested the estimate for consistency with the status of delivery of milestones and customer acceptances to identify possible delays in achieving milestones, which require changes in estimated efforts to complete the remaining performance obligations.

***Allowance for credit losses Refer Notes 2(iv)(g), 3(x)(A), 9 and 25 to the financial statements***

***Critical Audit Matter Description***

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit losses, the Company also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

We identified allowance for credit losses as a critical audit matter because of the significant judgement involved in calculating the expected credit losses. This required a high degree of auditor judgment and an increased extent of effort when performing audit procedures to evaluate the reasonableness of management's estimate of the expected credit losses.

***How the Critical Audit Matter Was Addressed in the Audit***

Our audit procedures related to the allowance for credit losses for trade receivables, unbilled receivables and contract assets included the following, among others:

- We tested the effectiveness of controls over the (1) development of the methodology for the allowance for credit losses, including consideration of the current and estimated future economic conditions, (2) completeness and accuracy of information used in the estimation of probability of default, and (3) computation of the allowance for credit losses.
- For a sample of customers we tested the input data such as credit reports and other credit related information used in estimating the probability of default by comparing them to external and internal sources of information.
- We evaluated the incorporation of the applicable assumptions into the estimate of expected credit losses and tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.
- We evaluated the qualitative adjustment to the historical loss rates, including assessing the basis for the adjustments and the reasonableness of the significant assumptions.

/S/ Deloitte Haskins & Sells LLP

Bengaluru, India

May 29, 2020

We have served as the Company's auditor since fiscal 2018.

**WIPRO LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
(₹in millions, except share and per share data, unless otherwise stated)

		As at March 31,		
	Notes	2019	2020	2020
				Convenience translation into US dollar in millions (unaudited) Refer to Note 2(iii)
<b>ASSETS</b>				
Goodwill	6	116,980	131,012	1,738
Intangible assets	6	13,762	16,362	217
Property, plant and equipment	4	70,601	81,120	1,076
Right-of-use assets	5	—	16,748	222
Financial assets				
Derivative assets	19	173	—	—
Investments	8	6,916	9,302	123
Trade receivables	9	4,373	6,049	80
Other financial assets	12	5,146	5,881	78
Investments accounted for using the equity method	8	1,235	1,383	18
Deferred tax assets	21	5,604	6,005	80
Non-current tax assets		20,603	11,414	151
Other non-current assets	13	15,872	11,935	158
<b>Total non-current assets</b>		<b>261,265</b>	<b>297,211</b>	<b>3,941</b>
Inventories	10	3,951	1,865	25
Financial assets				
Derivative assets	19	4,931	3,025	40
Investments	8	220,716	189,635	2,515
Cash and cash equivalents	11	158,529	144,499	1,917
Trade receivables	9	100,489	104,474	1,386
Unbilled receivables		22,880	25,209	335
Other financial assets	12	14,611	8,614	114
Contract assets		15,038	17,143	228
Current tax assets		7,435	2,882	38
Other current assets	13	23,086	22,505	299
		571,666	519,851	6,897
Assets held for sale		240	—	—
<b>Total current assets</b>		<b>571,906</b>	<b>519,851</b>	<b>6,897</b>
<b>TOTAL ASSETS</b>		<b>833,171</b>	<b>817,062</b>	<b>10,838</b>
<b>EQUITY</b>				
Share capital		12,068	11,427	152
Securities premium reserve		533	1,275	17
Retained earnings		534,700	519,907	6,896
Share-based payment reserve		2,617	1,550	21
Other components of equity		18,198	23,299	309
<b>Equity attributable to the equity holders of the Company</b>		<b>568,116</b>	<b>557,458</b>	<b>7,395</b>
Non-controlling interest		2,637	1,875	25
<b>TOTAL EQUITY</b>		<b>570,753</b>	<b>559,333</b>	<b>7,420</b>
<b>LIABILITIES</b>				
Financial liabilities				
Long - term loans and borrowings	14	28,368	4,840	64
Derivative liabilities	19	—	138	2
Lease liabilities	14	—	12,638	168
Other financial liabilities	16	—	151	2
Deferred tax liabilities	21	3,417	2,825	37
Non-current tax liabilities		11,023	13,205	175
Other non-current liabilities	17	5,258	7,537	100
Provisions	18	2	2	^
<b>Total non-current liabilities</b>		<b>48,068</b>	<b>41,336</b>	<b>548</b>
Financial liabilities				
Loans, borrowings and bank overdrafts	14	71,099	73,202	971
Derivative liabilities	19	1,310	7,231	96
Trade payables and accrued expenses	15	88,304	78,129	1,036
Lease liabilities	14	—	6,560	87

Other financial liabilities	16	644	899	12
Contract liabilities		24,768	18,775	249
Current tax liabilities		9,541	11,731	156
Other current liabilities	17	18,046	19,254	255
Provisions	18	638	612	8
<b>Total current liabilities</b>		<b>214,350</b>	<b>216,393</b>	<b>2,870</b>
<b>TOTAL LIABILITIES</b>		<b>262,418</b>	<b>257,729</b>	<b>3,418</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>833,171</b>	<b>817,062</b>	<b>10,838</b>

^ Value is less than 1

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The accompanying notes form an integral part of these consolidated financial statements.



**WIPRO LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF INCOME**  
(₹in millions, except share and per share data, unless otherwise stated)

	Notes	Year ended March 31,			
		2018	2019	2020	2020
					Convenience translation into US dollar in millions (unaudited) Refer to Note 2(iii)
Revenues	24	544,871	585,845	610,232	8,094
Cost of revenues	25	(385,575)	(413,033)	(436,085)	(5,784)
<b>Gross profit</b>		<b>159,296</b>	<b>172,812</b>	<b>174,147</b>	<b>2,310</b>
Selling and marketing expenses	25	(42,349)	(44,510)	(42,907)	(569)
General and administrative expenses	25	(34,141)	(35,951)	(29,823)	(396)
Foreign exchange gains/(losses), net	28	1,488	3,215	3,169	42
Other operating income	26	—	4,344	1,144	15
<b>Results from operating activities</b>		<b>84,294</b>	<b>99,910</b>	<b>105,730</b>	<b>1,402</b>
Finance expenses	27	(5,830)	(7,375)	(7,328)	(97)
Finance and other income	28	23,999	22,923	24,081	319
Share of net profit/(loss) of associates accounted for using the equity method	8	11	(43)	29	^
<b>Profit before tax</b>		<b>102,474</b>	<b>115,415</b>	<b>122,512</b>	<b>1,624</b>
Income tax expense	21	(22,390)	(25,242)	(24,799)	(329)
<b>Profit for the year</b>		<b>80,084</b>	<b>90,173</b>	<b>97,713</b>	<b>1,295</b>
<b>Profit attributable to:</b>					
Equity holders of the Company		80,081	90,031	97,218	1,288
Non-controlling interest		3	142	495	7
<b>Profit for the year</b>		<b>80,084</b>	<b>90,173</b>	<b>97,713</b>	<b>1,295</b>
Earnings per equity share:	29				
Attributable to equity shareholders of the Company					
Basic		12.64	14.99	16.67	0.22
Diluted		12.62	14.95	16.62	0.22
Weighted average number of equity shares used in computing earnings per equity share					
Basic		6,333,391,200	6,007,376,837	5,833,384,018	5,833,384,018
Diluted		6,344,482,633	6,022,304,367	5,847,823,239	5,847,823,239

^ Value is less than 1

The accompanying notes form an integral part of these consolidated financial statements.

**WIPRO LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
(₹ in millions, except share and per share data, unless otherwise stated)

	Notes	Year ended March 31,			
		2018	2019	2020	2020
					Convenience translation into US dollar in millions (unaudited) Refer to Note 2(iii)
<b>Profit for the year</b>		<b>80,084</b>	<b>90,173</b>	<b>97,713</b>	<b>1,295</b>
<b>Other comprehensive income (OCI)</b>					
<b>Items that will not be reclassified to profit and loss in subsequent periods</b>					
Defined benefit plan actuarial gains/(losses)		567	235	(1,050)	(14)
Net change in fair value of financial instruments through OCI		(750)	(464)	724	10
		<b>(183)</b>	<b>(229)</b>	<b>(326)</b>	<b>(4)</b>
<b>Items that may be reclassified to profit and loss in subsequent periods</b>					
Foreign currency translation differences	20				
Translation difference relating to foreign operations		3,576	3,238	8,447	112
Net change in fair value of hedges of net investment in foreign operations		(49)	(287)	—	—
Reclassification of foreign currency translation differences to profit and loss on sale of hosted data center services, Workday business and Cornerstone OnDemand business		—	(4,210)	—	—
Net change in time value of option contracts designated as cash flow hedges		1	463	(520)	(7)
Net change in intrinsic value of option contracts designated as cash flow hedges		(76)	811	(1,558)	(21)
Net change in fair value of forward contracts designated as cash flow hedges		(5,945)	1,255	(2,652)	(35)
Net change in fair value of financial instruments through OCI		(433)	(18)	1,222	16
		<b>(2,926)</b>	<b>1,252</b>	<b>4,939</b>	<b>65</b>
Total other comprehensive income, net of taxes		<b>(3,109)</b>	<b>1,023</b>	<b>4,613</b>	<b>61</b>
<b>Total comprehensive income for the year</b>		<b>76,975</b>	<b>91,196</b>	<b>102,326</b>	<b>1,356</b>
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		76,956	90,945	101,673	1,347
Non-controlling interest		19	251	653	9
		<b>76,975</b>	<b>91,196</b>	<b>102,326</b>	<b>1,356</b>

The accompanying notes form an integral part of these consolidated financial statements.

**WIPRO LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
(₹in millions, except share and per share data, unless otherwise stated)

Particulars	Number of Shares*	Other components of equity							Equity attributable to the equity holders of the Company	Non-controlling interest	Total equity
		Share capital, fully paid-up	Securities premium reserve	Retained earnings	Share-based payment reserve	Foreign currency translation reserve	Cash flow hedging reserve	Other reserves			
<b>As at April 1, 2017</b>	<b>2,430,900,565</b>	<b>4,861</b>	<b>469</b>	<b>490,930</b>	<b>3,555</b>	<b>13,107</b>	<b>5,906</b>	<b>1,476</b>	<b>520,304</b>	<b>2,391</b>	<b>522,695</b>
<b>Total comprehensive income for the year</b>											
Profit for the year	—	—	—	80,081	—	—	—	—	80,081	3	80,084
Other comprehensive income	—	—	—	—	—	3,511	(6,020)	(616)	(3,125)	16	(3,109)
<b>Total comprehensive income for the year</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>80,081</b>	<b>—</b>	<b>3,511</b>	<b>(6,020)</b>	<b>(616)</b>	<b>76,956</b>	<b>19</b>	<b>76,975</b>
<b>Transaction with owners of the Company, recognized directly in equity</b>											
<b>Contributions by and distributions to owners of the Company</b>											
Cash dividend paid (including dividend tax thereon)	—	—	—	(5,420)	—	—	—	—	(5,420)	—	(5,420)
Issue of equity shares on exercise of options	3,559,599	8	1,987	—	(1,971)	—	—	—	24	—	24
Issue of shares by controlled trust on exercise of options	—	—	—	1,182	(1,182)	—	—	—	—	—	—
Buyback of equity shares #	(343,750,000)	(687)	(1,656)	(108,344)	—	—	—	687	(110,000)	—	(110,000)
Transaction cost related to buyback	—	—	—	(312)	—	—	—	—	(312)	—	(312)
Bonus issue of equity shares	2,433,074,327	4,866	—	(4,866)	—	—	—	—	—	—	—
Compensation cost related to employee share-based payment	—	—	—	14	1,370	—	—	—	1,384	—	1,384
<b>Total transactions with owners of the Company</b>	<b>2,092,883,926</b>	<b>4,187</b>	<b>331</b>	<b>(117,746)</b>	<b>(1,783)</b>	<b>—</b>	<b>—</b>	<b>687</b>	<b>(114,324)</b>	<b>—</b>	<b>(114,324)</b>
<b>As at March 31, 2018</b>	<b>4,523,784,491</b>	<b>9,048</b>	<b>800</b>	<b>453,265</b>	<b>1,772</b>	<b>16,618</b>	<b>(114)</b>	<b>1,547</b>	<b>482,936</b>	<b>2,410</b>	<b>485,346</b>

The accompanying notes form an integral part of these consolidated financial statements.

**WIPRO LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
(₹in millions, except share and per share data, unless otherwise stated)

Particulars	Number of Shares*	Share capital, fully paid-up	Securities premium reserve	Retained earnings	Share-based payment reserve	Other components of equity			Equity attributable to the equity holders of the Company	Non-controlling interest	Total equity
						Foreign currency translation reserve	Cash flow hedging reserve	Other reserves			
As at April 1, 2018	4,523,784,491	9,048	800	453,265	1,772	16,618	(114)	1,547	482,936	2,410	485,346
Adjustment on adoption of IFRS 15	—	—	—	(2,279)	—	—	—	—	(2,279)	—	(2,279)
Adjusted balance as at April 1, 2018	4,523,784,491	9,048	800	450,986	1,772	16,618	(114)	1,547	480,657	2,410	483,067
<b>Total comprehensive income for the year</b>											
Profit for the year	—	—	—	90,031	—	—	—	—	90,031	142	90,173
Other comprehensive income	—	—	—	—	—	(1,368)	2,529	(247)	914	109	1,023
<b>Total comprehensive income for the year</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>90,031</b>	<b>—</b>	<b>(1,368)</b>	<b>2,529</b>	<b>(247)</b>	<b>90,945</b>	<b>251</b>	<b>91,196</b>
<b>Transaction with owners of the Company, recognized directly in equity</b>											
<b>Contributions by and distributions to owners of the Company</b>											
Issue of equity shares on exercise of options	1,681,717	4	528	—	(528)	—	—	—	4	—	4
Issue of shares by controlled trust on exercise of options	—	—	—	565	(565)	—	—	—	—	—	—
Cash dividend paid (including dividend tax thereon) #	—	—	—	(5,434)	—	—	—	—	(5,434)	—	(5,434)
Bonus issue of equity shares #	1,508,469,180	3,016	(795)	(1,454)	—	—	—	(767)	—	—	—
Loss of control in subsidiary	—	—	—	—	—	—	—	—	—	(52)	(52)
Infusion of capital	—	—	—	—	—	—	—	—	—	28	28
Compensation cost related to employee share-based payment	—	—	—	6	1,938	—	—	—	1,944	—	1,944
<b>Total transactions with owners of the Company</b>	<b>1,510,150,897</b>	<b>3,020</b>	<b>(267)</b>	<b>(6,317)</b>	<b>845</b>	<b>—</b>	<b>—</b>	<b>(767)</b>	<b>(3,486)</b>	<b>(24)</b>	<b>(3,510)</b>
<b>As at March 31, 2019</b>	<b>6,033,935,388</b>	<b>12,068</b>	<b>533</b>	<b>534,700</b>	<b>2,617</b>	<b>15,250</b>	<b>2,415</b>	<b>533</b>	<b>568,116</b>	<b>2,637</b>	<b>570,753</b>

The accompanying notes form an integral part of these consolidated financial statements.

**WIPRO LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
(₹ in millions, except share and per share data, unless otherwise stated)

Particulars	Number of Shares*	Share capital, fully paid-up	Securities premium reserve	Retained earnings	Share-based payment reserve	Other components of equity			Equity attributable to the equity holders of the Company	Non-controlling interest	Total equity
						Foreign currency translation reserve	Cash flow hedging reserve	Other reserves			
As at April 1, 2019	6,033,935,388	12,068	533	534,700	2,617	15,250	2,415	533	568,116	2,637	570,753
Adjustment on adoption of IFRS 16 ##	—	—	—	(872)	—	—	—	—	(872)	—	(872)
Adjusted balance as at April 1, 2019	6,033,935,388	12,068	533	533,828	2,617	15,250	2,415	533	567,244	2,637	569,881
<b>Total comprehensive income for the year</b>											
Profit for the year	—	—	—	97,218	—	—	—	—	97,218	495	97,713
Other comprehensive income	—	—	—	—	—	8,289	(4,730)	896	4,455	158	4,613
<b>Total comprehensive income for the year</b>	—	—	—	<b>97,218</b>	—	<b>8,289</b>	<b>(4,730)</b>	<b>896</b>	<b>101,673</b>	<b>653</b>	<b>102,326</b>
<b>Transaction with owners of the Company, recognized directly in equity</b>											
<b>Contributions by and distributions to owners of the Company</b>											
Issue of equity shares on exercise of options	2,498,925	5	742	—	(742)	—	—	—	5	—	5
Buyback of equity shares #	(323,076,923)	(646)	—	(105,000)	—	—	—	646	(105,000)	—	(105,000)
Transaction cost related to buyback	—	—	—	(311)	—	—	—	—	(311)	—	(311)
Issue of shares by controlled trust on exercise of options	—	—	—	1,026	(1,026)	—	—	—	—	—	—
Compensation cost related to employee share based payment	—	—	—	9	1,262	—	—	—	1,271	—	1,271
Effect of modification of ADS RSUs from equity settled to cash settled ###	—	—	—	—	(561)	—	—	—	(561)	—	(561)
Cash dividend paid (including dividend tax thereon) #	—	—	—	(6,863)	—	—	—	—	(6,863)	—	(6,863)
Cash dividend paid to Non-controlling interest	—	—	—	—	—	—	—	—	—	(1,415)	(1,415)
<b>Total transactions with owners of the Company</b>	<b>(320,577,998)</b>	<b>(641)</b>	<b>742</b>	<b>(111,139)</b>	<b>(1,067)</b>	<b>—</b>	<b>—</b>	<b>646</b>	<b>(111,459)</b>	<b>(1,415)</b>	<b>(112,874)</b>
<b>As at March 31, 2020</b>	<b>5,713,357,390</b>	<b>11,427</b>	<b>1,275</b>	<b>519,907</b>	<b>1,550</b>	<b>23,539</b>	<b>(2,315)</b>	<b>2,075</b>	<b>557,458</b>	<b>1,875</b>	<b>559,333</b>

Convenience  
translation into  
US dollar in  
millions  
(unaudited) Refer  
to Note 2(iii)

<u>152</u>	<u>17</u>	<u>6,896</u>	<u>21</u>	<u>312</u>	<u>(31)</u>	<u>28</u>	<u>7,395</u>	<u>25</u>	<u>7,420</u>
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\* Includes 23,097,216, 27,353,853 and 22,746,081 treasury shares held as at March 31, 2018, 2019 and 2020, respectively by a controlled trust. 4,351,775, 2,599,183 and 4,607,772 shares have been transferred by the controlled trust to eligible employees on exercise of options during the year ended March 31, 2018, 2019 and 2020, respectively.

# Refer to Note 22

## Refer to Note 3

### Refer to Note 30

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The accompanying notes form an integral part of these consolidated financial statements.

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

	Year ended March 31,			
	2018	2019	2020	2020 Convenience translation into US dollar in millions (unaudited) Refer to Note 2(iii)
<b>Cash flows from operating activities:</b>				
Profit for the year	80,084	90,173	97,713	1,295
<b>Adjustments to reconcile profit for the year to net cash generated from operating activities:</b>				
Gain on sale of property, plant and equipment and intangible assets, net	(334)	(309)	(11)	^
Depreciation, amortization and impairment	21,124	19,474	20,862	277
Unrealized exchange (gain)/ loss, net and exchange (gain)/ loss on borrowings	4,794	(546)	6,376	85
Share based compensation expense	1,347	1,938	1,262	17
Share of net (profit) /loss of associates accounted for using the equity method	11	43	(29)	^
Income tax expense	22,390	25,242	24,799	329
Dividend and interest (income)/expenses, net	(20,547)	(17,371)	(18,945)	(251)
Gain from sale of business and loss of control in subsidiary, net	—	(4,344)	(1,144)	(15)
Other non-cash items	4,405	—	—	—
<b>Changes in operating assets and liabilities; net of effects from acquisitions:</b>				
Trade receivables	(9,735)	1,392	(3,327)	(44)
Unbilled receivables and Contract assets	2,192	4,580	(3,561)	(47)
Inventories	545	(566)	2,085	28
Other assets	(170)	(6,909)	(80)	(1)
Trade payables, accrued expenses, other liabilities and provisions	4,499	20,844	(12,401)	(164)
Contract liabilities	1,733	7,824	(6,572)	(87)
Cash generated from operating activities before taxes	112,338	141,465	107,027	1,422
Income taxes paid, net	(28,105)	(25,149)	(6,384)	(85)
<b>Net cash generated from operating activities</b>	<b>84,233</b>	<b>116,316</b>	<b>100,643</b>	<b>1,337</b>
<b>Cash flows from investing activities:</b>				
Purchase of property, plant and equipment	(21,870)	(22,781)	(23,497)	(312)
Proceeds from sale of property, plant and equipment	1,171	1,940	1,270	17
Purchase of investments	(782,475)	(930,614)	(1,178,247)	(15,629)
Proceeds from sale of investments	830,448	954,954	1,212,826	16,087
Proceeds from sale of hosted data center services business and loss of control in subsidiary, net of related expenses and cash	—	26,103	—	—
Payment for business acquisitions including deposits and escrow, net of cash acquired	(6,652)	—	(10,003)	(133)
Proceeds from sale of business	—	—	7,459	99
Interest received	14,347	20,163	23,837	316
Dividend received	609	361	367	5
<b>Net cash generated in investing activities</b>	<b>35,578</b>	<b>50,126</b>	<b>34,012</b>	<b>450</b>
<b>Cash flows from financing activities:</b>				
Proceeds from issuance of equity shares/shares pending allotment	24	4	14	^
Repayment of loans and borrowings	(155,254)	(104,039)	(132,380)	(1,756)
Proceeds from loans and borrowings	144,271	65,161	106,342	1,411
Repayment of lease liabilities	—	—	(6,784)	(90)
Payment for deferred contingent consideration in respect of business combination	(164)	(265)	—	—
Payment for buy back of shares, including transaction cost	(110,312)	—	(105,311)	(1,397)
Interest paid	(3,123)	(4,796)	(4,601)	(61)
Payment of cash dividend (including dividend tax thereon)	(5,420)	(5,434)	(6,863)	(91)
Payment of cash dividend to Non-controlling interest	—	—	(1,415)	(19)
<b>Net cash used in financing activities</b>	<b>(129,978)</b>	<b>(49,369)</b>	<b>(150,998)</b>	<b>(2,003)</b>
Net increase/ (decrease) in cash and cash equivalents during the year	(10,167)	117,073	(16,343)	(216)
Effect of exchange rate changes on cash and cash equivalents	375	526	1,922	25
Cash and cash equivalents at the beginning of the year	50,718	40,926	158,525	2,103
<b>Cash and cash equivalents at the end of the year (Note 11)</b>	<b>40,926</b>	<b>158,525</b>	<b>144,104</b>	<b>1,912</b>

Refer to Note 14 for supplementary information on the consolidated statement of cash flows

^ Value is less than 1

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The accompanying notes form an integral part of these consolidated financial statements.



**WIPRO LIMITED AND SUBSIDIARIES**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**(₹ in millions, except share and per share data, unless otherwise stated)**

**1. The Company overview**

Wipro Limited (“**Wipro**” or the “**Parent Company**”), together with its subsidiaries and controlled trusts (collectively, “**we**”, “**us**”, “**our**”, “**the Company**” or the “**Group**”) is a global information technology (“**IT**”), consulting and business process services (“**BPS**”) company.

Wipro is a public limited company incorporated and domiciled in India. The address of its registered office is Wipro Limited, Doddakannelli, Sarjapur Road, Bengaluru – 560 035, Karnataka, India. Wipro has its primary listing with BSE Ltd. and National Stock Exchange of India Ltd. The Company’s American Depository Shares representing equity shares are also listed on the New York Stock Exchange.

These consolidated financial statements were authorized for issue by the Company’s Board of Directors on May 29, 2020.

**2. Basis of preparation of consolidated financial statements**

**(i) Statement of compliance and basis of preparation**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards and its interpretations (“**IFRS**”), as issued by the International Accounting Standards Board (“**IASB**”). All accounting policies have been applied consistently to all periods presented in these consolidated financial statements, except for new accounting standards adopted by the Company.

The consolidated financial statements correspond to the classification provisions contained in IAS 1(*revised*), “*Presentation of Financial Statements*”. For clarity, various items are aggregated in the consolidated statement of income, consolidated statement of comprehensive income and consolidated statement of financial position. These items are disaggregated separately in the notes to the consolidated financial statements, where applicable.

All amounts included in the consolidated financial statements are reported in millions of Indian rupees (₹in millions) except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

**(ii) Basis of measurement**

The consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items which have been measured at fair value as required by relevant IFRS:

- a. Derivative financial instruments,
- b. Financial instruments classified as fair value through other comprehensive income or fair value through profit or loss,
- c. The defined benefit asset/ (liability) is recognized as the present value of defined benefit obligation less fair value of plan assets; and
- d. Contingent consideration.

**(iii) Convenience translation (unaudited)**

The accompanying consolidated financial statements have been prepared and reported in Indian rupees, the functional currency of the Parent Company. Solely for the convenience of the readers, the consolidated financial statements as at and for the year ended March 31, 2020, have been translated into United States dollars at the certified foreign exchange rate of \$1 = ₹75.39 as published by Federal Reserve Board of Governors on March 31, 2020. No representation is made that the Indian rupee amounts have been, could have been or could be converted into United States dollars at such a rate or any other rate. Due to rounding off, the translated numbers presented throughout the document may not add up precisely to the totals.

**(iv) Use of estimates and judgment**

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are included in the following notes:

- a) **Revenue recognition:** The Company applies judgement to determine whether each product or service promised to a customer is capable of being distinct, and is distinct in the context of the contract, if not, the promised products or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation deliverables based on their relative stand-alone selling price. In cases where the Company is unable to determine the stand-alone selling price the company uses expected cost plus margin approach in estimating the stand-alone selling price. The Company uses the percentage of completion method using the input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in estimating the future costs to complete include estimates of future labor costs and productivity efficiencies. Because the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, revenue recognized, profit and timing of revenue for remaining performance obligations are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable. Volume discounts are recorded as a reduction of revenue. When the amount of discount varies with the levels of revenue, volume discount is recorded based on estimate of future revenue from the customer.
- b) **Impairment testing:** Goodwill and intangible assets with infinite useful life recognized on business combination are tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or the cash generating unit to which these pertain is less than the carrying value. The Company assesses acquired intangible assets with finite useful life for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amount of the asset or the cash generating units is higher of value-in-use and fair value less cost of disposal. The calculation of value in use of an asset or a cash generating unit involves use of significant estimates and assumptions which include turnover, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.
- c) **Income taxes:** The major tax jurisdictions for the Company are India and the United States of America. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.
- d) **Deferred taxes:** Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of deferred tax assets considered realizable, however, could reduce in the near term if estimates of future taxable income during the carry-forward period are reduced.
- e) **Business combination:** In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets (including useful life estimates) and liabilities acquired, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.
- f) **Defined benefit plans and compensated absences:** The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligations are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- g) **Expected credit losses on financial assets:** The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to expected credit loss calculation based on the Company's past history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.
- h) **Measurement of fair value of non-marketable equity investments:** These instruments are initially recorded at cost and subsequently measured at fair value. Fair value of investments is determined using the market and income approaches. The market approach includes the use of financial metrics and ratios of comparable companies, such as revenue, earnings, comparable performance multiples, recent financial rounds and the level of marketability of the investments. The selection of comparable companies requires management judgment and is based on number of factors, including comparable company sizes, growth rates, and development stages. The income approach includes the use of discounted cash flow model, which requires significant estimates regarding the investees' revenue, costs, and discount rates based on the risk profile of comparable companies. Estimates of revenue and costs are developed using available historical and forecast data.

- i) **Useful lives of property, plant and equipment:** The Company depreciates property, plant and equipment on a straight-line basis over estimated useful lives of the assets. The charge in respect of periodic depreciation is derived based on an estimate of an asset's expected useful life and the expected residual value at the end of its life. The life is based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology. The estimated useful life is reviewed at least annually.
- j) **Useful lives of intangible assets:** The Company amortizes intangible assets on a straight-line basis over estimated useful lives of the assets. The useful life is estimated based on a number of factors including the effects of obsolescence, demand, competition and other economic factors such as the stability of the industry and known technological advances and the level of maintenance expenditures required to obtain the expected future cash flows from the assets. The estimated useful life is reviewed at least annually.
- k) **Leases:** IFRS 16 defines a lease term as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Company considers all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term is included in the lease term, if it is reasonably certain that the lessee would exercise the option. The Company reassesses the option when significant events or changes in circumstances occur that are within the control of the lessee.
- l) **Other estimates:** The share-based compensation expense is determined based on the Company's estimate of equity instruments that will eventually vest. Fair valuation of derivative hedging instruments designated as cash flow hedges involves significant estimates relating to the occurrence of forecasted transaction.
- m) **Uncertainty relating to the global health pandemic on COVID-19:** In assessing the recoverability of receivables including unbilled receivables, contract assets and contract costs, goodwill, intangible assets, and certain investments, the Company has considered internal and external information up to the date of approval of these financial statements including credit reports and economic forecasts. The Company has performed sensitivity analysis on the assumptions used herein. Based on the current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets.

The Company basis its assessment believes that the probability of the occurrence of forecasted transactions is not impacted by COVID-19. The Company has also considered the effect of changes, if any, in both counterparty credit risk and own credit risk while assessing hedge effectiveness and measuring hedge ineffectiveness and continues to believe that there is no impact on effectiveness of its hedges.

The impact of COVID-19 remains uncertain and may be different from what we have estimated as of the date of approval of these consolidated financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

### 3. Significant accounting policies

#### (i) Basis of consolidation

##### *Subsidiaries and controlled trusts*

The Company determines the basis of control in line with the requirements of *IFRS 10, Consolidated Financial Statements*. Subsidiaries and controlled trusts are entities controlled by the Group. The Group controls an entity when the parent has power over the entity, it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries and controlled trusts are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

All intra-Group balances, transactions, income and expenses are eliminated in full on consolidation.

##### *Non-controlling interest*

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Company's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition to acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

### ***Investments accounted for using the equity method***

Investments accounted for using the equity method are entities in respect of which, the Company has significant influence, but not control, over the financial and operating policies. Generally, a Company has a significant influence if it holds between 20 and 50 percent of the voting power of another entity. Investments in such entities are accounted for using the equity method and are initially recognized at cost. The carrying amount of investment is increased/ decreased to recognize investors share of profit or loss of the investee after the acquisition date.

### ***Non-current assets and disposal groups held for sale***

Assets and liabilities of disposal groups that are available for immediate sale and where the sale is highly probable of being completed within one year from the date of classification are considered and classified as assets held for sale and liabilities associated with assets held for sale. Non-current assets and disposal groups held for sale are measured at the lower of carrying amount and fair value less costs to sell.

### **(ii) Functional and presentation currency**

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which these entities operate (i.e. the "functional currency"). These consolidated financial statements are presented in Indian rupees, which is the functional currency of the Parent Company.

### **(iii) Foreign currency transactions and translation**

#### **a) Transactions and balances**

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation at the exchange rates prevailing at the reporting date of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of income and reported within foreign exchange gains/(losses), net, within results of operating activities except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Gains/(losses), net, relating to translation or settlement of borrowings denominated in foreign currency are reported within finance expense. Non-monetary assets and liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction. Translation differences on non-monetary financial assets measured at fair value at the reporting date, such as equities classified as financial instruments measured at fair value through other comprehensive income are included in other comprehensive income, net of taxes.

#### **b) Foreign operations**

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Company's foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity, except to the extent that the translation difference is allocated to non-controlling interest. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the consolidated statement of income as part of the profit or loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

#### **c) Others**

Foreign currency differences arising on the translation or settlement of a financial liability designated as a hedge of a net investment in a foreign operation are recognized in other comprehensive income and presented within equity in the FCTR to the extent the hedge is effective. To the extent the hedge is ineffective, such differences are recognized in the consolidated statement of income.

When the hedged part of a net investment is disposed of, the relevant amount recognized in FCTR is transferred to the consolidated statement of income as part of the profit or loss on disposal. Foreign currency differences arising from translation of intercompany receivables or payables relating to foreign operations, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of net investment in foreign operation and are recognized in FCTR.

#### **(iv) Financial instruments**

##### **A) Non-derivative financial instruments:**

Non-derivative financial instruments consist of:

- financial assets which include cash and cash equivalents, trade receivables, unbilled receivables, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets; Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.
- financial liabilities which include long and short-term loans and borrowings, bank overdrafts, trade payables and accrued expenses, lease liabilities, and eligible current and non-current liabilities.

Non-derivative financial instruments are recognized initially at fair value. Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

##### **a. Cash and cash equivalents**

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks, which can be withdrawn at any time, without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the consolidated statement of financial position, bank overdrafts are presented under borrowings within current liabilities.

##### **b. Investments**

*Financial instruments measured at amortized cost:*

Debt instruments that meet the following criteria are measured at amortized cost (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

*Financial instruments measured at fair value through other comprehensive income (FVTOCI):*

Debt instruments that meet the following criteria are measured at fair value through other comprehensive income (FVTOCI) (except for debt instruments that are designated at fair value through Profit or Loss (FVTPL) on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial asset; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Interest income is recognized in the consolidated statement of income for FVTOCI debt instruments. Other changes in fair value of FVTOCI financial assets are recognized in other comprehensive income. When the investment is disposed of, the cumulative gain or loss previously accumulated in reserves is transferred to the consolidated statement of income.

*Financial instruments measured at fair value through profit or loss (FVTPL):*

Instruments that do not meet the amortized cost or FVTOCI criteria are measured at FVTPL. Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in consolidated statement of income. The gain or loss on disposal is recognized in the consolidated statement of income.

Interest income is recognized in the consolidated statement of income for FVTPL debt instruments. Dividend on financial assets at FVTPL is recognized when the Group's right to receive dividend is established.

*Investments in equity instruments designated to be classified as FVTOCI:*

The Company carries certain equity instruments which are not held for trading. The Company has elected the FVTOCI irrevocable option for these instruments. Movements in fair value of these investments are recognized in other comprehensive income and the gain or loss is not transferred to consolidated statement of income on disposal of these investments. Dividends from these investments are recognized in the consolidated statement of income when the Company's right to receive dividends is established.

**c. Other financial assets:**

Other financial assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, less any impairment losses. These comprise trade receivables, unbilled receivables, finance lease receivables, employee and other advances and eligible current and non-current assets.

**d. Trade payables, accrued expenses, and other liabilities**

Trade payables, accrued expenses, and other liabilities are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short-term maturity of these instruments. Contingent consideration recognized in the business combination is subsequently measured at fair value through profit or loss.

**B) Derivative financial instruments**

The Company is exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in foreign operations and forecasted cash flows denominated in foreign currency.

The Company limits the effect of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments where the counterparty is primarily a bank.

Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in consolidated statement of income as cost.

Subsequent to initial recognition, derivative financial instruments are accounted as described below:

**a. Cash flow hedges**

Changes in the fair value of the derivative hedging instruments designated as a cash flow hedge are recognized in other comprehensive income and held in cash flow hedging reserve, net of taxes, a component of equity, to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the consolidated statement of income and reported within foreign exchange gains/(losses), net, within results from operating activities. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognized in cash flow hedging reserve till the period the hedge was effective remains in cash flow hedging reserve until the forecasted transaction occurs. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the consolidated statement of income upon the occurrence of the related forecasted transaction. If the forecasted transaction is no longer expected to occur, such cumulative balance is immediately recognized in the consolidated statement of income.

**b. Hedges of net investment in foreign operations**

The Company designates derivative financial instruments as hedges of net investments in foreign operations. The Company also designates foreign currency denominated borrowing as a hedge of net investment in foreign operations. Changes in the fair value of the derivative hedging instruments and gains/(losses) on translation or settlement of foreign currency denominated borrowings designated as a hedge of net investment in foreign operations are recognized in other comprehensive income and presented within equity in the FCTR to the extent that the hedge is effective. To the extent that the hedge is ineffective, changes in fair value are recognized in the consolidated statement of income and reported within foreign exchange gains/(losses), net within results from operating activities.

### **c. Others**

Changes in fair value of foreign currency derivative instruments neither designated as cash flow hedges nor hedges of net investment in foreign operations are recognized in the consolidated statement of income and reported within foreign exchange gains/(losses), net within results from operating activities. Changes in fair value and gains/(losses), net, on settlement of foreign currency derivative instruments relating to borrowings, which have not been designated as hedges are recorded in finance expenses.

### **C) Derecognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IFRS 9. If the Company retains substantially all the risks and rewards of a transferred financial asset, the Company continues to recognize the financial asset and recognizes a borrowing for the proceeds received. A financial liability (or a part of a financial liability) is derecognized from the Company's statement of financial position when the obligation specified in the contract is discharged or cancelled or expires.

### **(v) Equity and share capital**

#### **a) Share capital and Securities premium reserve**

The authorized share capital of the Company as at March 31, 2020 is ₹25,274 divided into 12,504,500,000 equity shares of ₹2 each, 25,000,000 preference shares of ₹10 each and 150,000 10% optionally convertible cumulative preference shares of ₹100 each. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as securities premium reserve.

Every holder of the equity shares, as reflected in the records of the Company, as at the date of the shareholder meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholder meeting.

#### **b) Shares held by controlled trust (Treasury shares)**

The Company's equity shares held by the controlled trust, which is consolidated as a part of the Group are classified as Treasury shares. The Company has 23,097,216, 27,353,853 and 22,746,081 treasury shares as at March 31, 2018, 2019 and 2020, respectively. Treasury shares are recorded at acquisition cost.

#### **c) Retained earnings**

Retained earnings comprises of the Company's undistributed earnings after taxes. This includes Capital reserve as at March 31, 2018, 2019 and 2020 amounting to ₹1,139, ₹1,139, and ₹1,139 respectively, which is not freely available for distribution.

It also includes Nil, ₹28,565 and ₹43,804 as at March 31, 2018, 2019 and 2020, respectively representing the Special Economic Zone ("SEZ") Re-Investment Reserve. The SEZ Re-Investment Reserve has been created out of profit of eligible SEZ units as per provisions of section 10AA(1)(ii) of the Income-tax Act, 1961 for acquiring new plant and machinery. The said reserve should be utilized by the Company for acquiring plant and machinery as per terms of Section 10AA(2) of the Income-tax Act, 1961. This reserve is not freely available for distribution.

#### **d) Share-based payment reserve**

The share-based payment reserve is used to record the value of equity-settled share-based payment transactions with employees. The amounts recorded in share-based payment reserve are transferred to securities premium reserve upon exercise of stock options and restricted stock unit options by employees.

#### **e) Foreign currency translation reserve (FCTR)**

The exchange differences arising from the translation of financial statements of foreign subsidiaries, differences arising from translation of long-term inter-company receivables or payables relating to foreign operations settlement of which is neither planned nor likely in the foreseeable future, changes in fair value of the derivative hedging instruments and gains/losses on translation or settlement of foreign currency denominated borrowings designated as hedge of net investment in foreign operations are recognized in other comprehensive income, net of taxes and presented within equity in the FCTR.

**f) Cash flow hedging reserve**

Changes in fair value of derivative hedging instruments designated and effective as a cash flow hedge are recognized in other comprehensive income, net of taxes and presented within equity as cash flow hedging reserve.

**g) Other reserves**

Changes in the fair value of financial instruments measured at fair value through other comprehensive income and actuarial gains and losses on defined benefit plans are recognized in other comprehensive income, net of taxes and presented within equity in other reserves.

Other reserves also include Capital redemption reserve as at March 31, 2018, 2019 and 2020 amounting to ₹767, ₹Nil and ₹646, respectively, which is not freely available for distribution.

**h) Dividend**

A final dividend, including tax thereon, on common stock is recorded as a liability on the date of approval by the shareholders. An interim dividend, including tax thereon, is recorded as a liability on the date of declaration by the board of directors.

**i) Buyback of equity shares**

The buyback of equity shares and related transaction costs are recorded as a reduction of free reserves. Further, capital redemption reserve is created as an apportionment from retained earnings.

**(vi) Property, plant and equipment****a) Recognition and measurement**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Capital work- in-progress are measured at cost less accumulated impairment losses, if any.

**b) Depreciation**

The Company depreciates property, plant and equipment over the estimated useful life on a straight-line basis from the date the assets are available for use. Leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term. Term licenses are amortized over their respective contract term. Freehold land is not depreciated. The estimated useful life of assets is reviewed and where appropriate are adjusted, annually. The estimated useful lives of assets are as follows:

<u>Category</u>	<u>Useful life</u>
Buildings	28 to 40 years
Plant and machinery	5 to 21 years
Computer equipment and software	2 to 7 years
Furniture, fixtures and equipment	3 to 10 years
Vehicles	4 to 5 years

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as at each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work- in-progress.



## **(vii) Business combination, Goodwill, and Intangible assets**

### **a) Business combination**

Business combinations are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed, and equity instruments issued at the date of exchange by the Company. Identifiable assets acquired, and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business acquisition are expensed as incurred.

The cost of an acquisition also includes the fair value of any contingent consideration measured as at the date of acquisition. Any subsequent changes to the fair value of contingent consideration classified as liabilities, other than measurement period adjustments, are recognized in the consolidated statement of income.

### **b) Goodwill**

The excess of the cost of an acquisition over the Company's share in the fair value of the acquiree's identifiable assets and liabilities is recognized as goodwill. If the excess is negative, a bargain purchase gain is recognized immediately in the consolidated statement of income. Goodwill is measured at cost less accumulated impairment (if any).

Goodwill associated with disposal of an operation that is part of cash-generating unit is measured on the basis of the relative values of the operation disposed of and the portion of the cash-generating unit retained, unless the entity can demonstrate that some other method better reflects the goodwill associated with the operation disposed of.

### **c) Intangible assets**

Intangible assets acquired separately are measured at cost of acquisition. Intangible assets acquired in a business combination are measured at fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

The amortization of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated and is included in selling and marketing expenses in the consolidated statement of income.

The estimated useful life of amortizable intangibles are reviewed and where appropriate are adjusted, annually. The estimated useful lives of the amortizable intangible assets for the current and comparative periods are as follows:

Category	Useful life
Customer-related intangibles	5 to 15 years
Marketing related intangibles	3 to 7 years

## **(viii) Leases**

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under IFRS 16.

### **The Company as a lessee**

The Company enters into an arrangement for lease of land, buildings, plant and machinery including computer equipment and vehicles. Such arrangements are generally for a fixed period but may have extension or termination options. The Company assesses, whether the contract is, or contains, a lease, at its inception. A contract is, or contains, a lease if the contract conveys the right to –

- (a) control the use of an identified asset,
- (b) obtain substantially all the economic benefits from use of the identified asset, and
- (c) direct the use of the identified asset.

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. For these short term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.



The Company applies IAS 36 to determine whether a RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of non-financial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use assets is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in consolidated statement of income.

Lease liability payments are classified as cash used in financing activities in the consolidated statement of cash flows.

### **The Company as a lessor**

Leases under which the Company is a lessor are classified as a finance or operating lease. Lease contracts where all the risks and rewards are substantially transferred to the lessee are classified as a finance lease. All other leases are classified as operating lease.

For leases under which the Company is an intermediate lessor, the Company accounts for the head-lease and the sub-lease as two separate contracts. The sub-lease is further classified either as a finance lease or an operating lease by reference to the RoU asset arising from the head-lease.

### **(ix) Inventories**

Inventories are valued at lower of cost and net realizable value, including necessary provision for obsolescence. Cost is determined using the weighted average method.

### **(x) Impairment**

#### **A) Financial assets**

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments classified as FVTOCI, trade receivables, unbilled receivables, contract assets, finance lease receivables, and other financial assets. Expected credit loss is the difference between the contractual cash flows and the cash flows that the entity expects to receive, discounted using the effective interest rate.

Loss allowances for trade receivables, unbilled receivables, contract assets and finance lease receivables are measured at an amount equal to lifetime expected credit loss. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. Lifetime expected credit loss is computed based on a provision matrix which takes in to account risk profiling of customers and historical credit loss experience adjusted for forward looking information. For other financial assets, expected credit loss is measured at the amount equal to twelve months expected credit loss unless there has been a significant increase in credit risk from initial recognition, in which case those are measured at lifetime expected credit loss.

#### **B) Non-financial assets**

The Company assesses long-lived assets such as property, plant and equipment, right-of-use assets and acquired intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. If any such indication exists, the Company estimates the recoverable amount of the asset or group of assets.

Goodwill is tested for impairment at least annually at the same time and when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The goodwill impairment test is performed at the level of cash-generating unit or groups of cash -generating units which represents the lowest level at which goodwill is monitored for internal management purposes.

The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal (FVLCD) and its value-in-use (VIU). The VIU of long-lived assets is calculated using projected future cash flows. FVLCD of a cash generating unit is computed using turnover and earnings multiples. If the recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the consolidated statement of income. If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognized are reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognized initially. An impairment in respect of goodwill is not reversed.

## **(xi) Employee benefits**

### **Post-employment and pension plans**

The Group participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks are borne by the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks are borne by the Company. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

Remeasurement comprising actuarial gains or losses and the return on plan assets (excluding interest) are immediately recognized in other comprehensive income, net of taxes and permanently excluded from profit or loss. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognized as part of remeasurement of net defined liability or asset through other comprehensive income, net of taxes.

The Company has the following employee benefit plans:

#### **a. Provident fund**

Employees receive benefits from a provident fund, which is a defined benefit plan. The employer and employees each make periodic contributions to the plan. A portion of the contribution is made to the approved provident fund trust managed by the Company while the remainder of the contribution is made to the government administered pension fund. The contributions to the trust managed by the Company is accounted for as a defined benefit plan as the Company is liable for any shortfall in the fund assets based on the government specified minimum rates of return.

#### **b. Superannuation**

Superannuation plan, a defined contribution scheme is administered by third party fund managers. The Company makes annual contributions based on a specified percentage of each eligible employee's salary.

#### **c. Gratuity and Pension**

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The gratuity fund is managed by third party fund managers.

The Company also maintains pension and similar plans for employees outside India, based on the country specific regulations. These plans are partially funded, and the funds are managed by third party fund managers. The plans provide for monthly payout after retirement as per salary drawn and service period or for a lumpsum payment as set out in rules of each fund.

The Company's obligation in respect of above plans, which are defined benefit plans, are provided for based on actuarial valuation using the projected unit credit method. The Company recognizes actuarial gains and losses in other comprehensive income, net of taxes.

#### **d. Termination benefits**

Termination benefits are expensed when the Company can no longer withdraw the offer of those benefits.

#### **e. Short-term benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

## **f. Compensated absences**

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognizes accumulated compensated absences based on actuarial valuation using the projected unit credit method. Non-accumulating compensated absences are recognized in the period in which the absences occur.

### **(xii) Share-based payment transactions**

Selected employees of the Company receive remuneration in the form of equity settled instruments or cash settled instruments, for rendering services over a defined vesting period and for Company's performance-based stock options over the defined period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. In cases, where equity instruments are granted at a nominal exercise price, the intrinsic value on the date of grant approximates the fair value. The expense is recognized in the consolidated statement of income with a corresponding increase to the share-based payment reserve, a component of equity.

The equity instruments or cash settled instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Company's estimate of equity instruments or cash settled instruments that will eventually vest.

Cash Settled instruments granted are re-measured by reference to the fair value at the end of each reporting period and at the time of vesting. The expense is recognized in the consolidated statement of income with a corresponding increase to financial liability.

### **(xiii) Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

### **(xiv) Revenue**

The Company derives revenue primarily from software development, maintenance of software/hardware and related services, business process services, sale of IT and other products.

Effective April 1, 2018, the Company adopted IFRS 15, "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. The adoption of the new standard has resulted in a reduction of ₹2,279 in the opening retained earnings, primarily relating to certain contract costs because these do not meet the criteria for recognition as costs to fulfil a contract.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenues when a performance obligation is satisfied. When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

At contract inception, the Company assesses its promise to transfer products or services to a customer to identify separate performance obligations. The Company applies judgement to determine whether each product or service promised to a customer is capable of being distinct, and are distinct in the context of the contract, if not, the promised products or services are combined and accounted as a single performance obligation. The Company allocates the arrangement consideration to separately identifiable performance obligation based on their relative stand-alone selling price or residual method. Stand-alone selling prices are determined based on sale prices for the components when it is regularly sold separately, in cases where the Company is unable to determine the stand-alone selling price the Company uses third-party prices for similar deliverables or the Company uses expected cost-plus margin approach in estimating the stand-alone selling price.

For performance obligations where control is transferred over time, revenues are recognized by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the promised products or services to be provided.

The method for recognizing revenues and costs depends on the nature of the services rendered:

#### **A. Time and materials contracts**

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

#### **B. Fixed-price contracts**

##### **i. Fixed-price development contracts**

Revenues from fixed-price contracts, including software development, and integration contracts, where the performance obligations are satisfied over time, are recognized using the “percentage-of-completion” method. The performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company is not able to reasonably measure the progress of completion, revenue is recognized only to the extent of costs incurred, for which recoverability is probable. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the consolidated statement of income in the period in which such losses become probable based on the current contract estimates as an onerous contract provision.

A contract asset is a right to consideration that is conditional upon factors other than the passage of time. Contract assets primarily relate to unbilled amounts on fixed-price development contracts and are classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

A contract liability is an entity’s obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer.

Unbilled receivables on other than fixed price development contracts are classified as a financial asset where the right to consideration is unconditional upon passage of time.

##### **ii. Maintenance contracts**

Revenues related to fixed-price maintenance contracts are recognized based on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or ratably using percentage of completion method when the pattern of benefits from the services rendered to the customers and the cost to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. Revenue for contracts in which the invoicing is representative of the value being delivered, is recognized based on our right to invoice. If our invoicing is not consistent with value delivered, revenues are recognized as the service is performed using the percentage of completion method.

In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

##### **iii. Element or Volume based contracts**

Revenues and costs are recognized as the related services are rendered.

#### **C. Products**

Revenue on product sales are recognized when the customer obtains control of the specified product.

#### **D. Others**

- Any change in scope or price is considered as a contract modification. The Company accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the stand-alone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the stand-alone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the stand-alone selling price.

- The Company accounts for variable considerations like, volume discounts, rebates and pricing incentives to customers and penalties as reduction of revenue on a systematic and rational basis over the period of the contract. The Company estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which the Company may be entitled and when it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved.

- Revenues are shown net of allowances/ returns, sales tax, value added tax, goods and services tax and applicable discounts and allowances.
- The Company accrues the estimated cost of warranties at the time when the revenue is recognized. The accruals are based on the Company's historical experience of material usage and service delivery costs.
- Incremental costs that relate directly to a contract and incurred in securing a contract with a customer are recognized as an asset when the Company expects to recover these costs and amortized over the contract term.
- The Company recognizes contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognized is amortized on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates.
- The Company assesses the timing of the transfer of goods or services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the Company does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is a year or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or us, no financing component is deemed to exist.
- The Company may enter into arrangements with third party suppliers to resell products or services. In such cases, the Company evaluates whether the Company is the principal (i.e. report revenues on a gross basis) or agent (i.e. report revenues on a net basis). In doing so, the Company first evaluates whether the Company controls the good or service before it is transferred to the customer. If Company controls the good or service before it is transferred to the customer, Company is the principal; if not, the Company is the agent.
- Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contract and are recognized in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses.

#### **(xv) Finance expenses**

Finance expenses comprises interest cost on borrowings and lease liabilities, gains or losses arising on re-measurement of financial assets measured at FVTPL, gains/ (losses) on translation or settlement of foreign currency borrowings and changes in fair value and gains/ (losses) on settlement of related derivative instruments. Borrowing costs that are not directly attributable to a qualifying asset are recognized in the consolidated statement of income using the effective interest method.

#### **(xvi) Finance and other income**

Finance and other income comprise interest income on deposits, dividend income and gains / (losses) on disposal of investments. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

#### **(xvii) Income tax**

Income tax comprises current and deferred tax. Income tax expense is recognized in the consolidated statement of income except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

##### **a) Current income tax**

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amounts are those that are enacted or substantively enacted as at the reporting date and applicable for the period. While determining the tax provisions, the Company assesses whether each uncertain tax position is to be considered separately or together with one or more uncertain tax positions depending upon the nature and circumstances of each uncertain tax position. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

##### **b) Deferred income tax**

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction. Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.



Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences that is expected to reverse within the tax holiday period, taxable temporary differences associated with investments in subsidiaries, associates and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

#### **(xviii) Earnings per share**

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period adjusted for treasury shares held. Diluted earnings per share is computed using the weighted-average number of equity and dilutive equivalent shares outstanding during the period, using the treasury stock method for options, except where the results would be anti-dilutive.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any splits and bonus shares issues including for change effected prior to the approval of the consolidated financial statements by the Board of Directors.

#### **(xix) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash from operating, investing and financing activities of the Company are segregated.

#### **(xx) Assets held for sale**

Sale of business is classified as held for sale, if their carrying amount is intended to be recovered principally through sale rather than through continuing use. The condition for classification as held for sale is met when disposal business is available for immediate sale and the same is highly probable of being completed within one year from the date of classification as held for sale.

#### **(xxi) Discontinued operations**

A discontinued operation is a component of the Company's business that represents a separate line of business that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

#### **(xxii) Disposal of assets**

The gain or loss arising on disposal or retirement of assets is recognized in the consolidated statement of income.

### **New Accounting standards adopted by the Company:**

#### **IFRS 16 - Leases**

On April 1, 2019, the Company adopted IFRS 16, Leases, which applied to all lease contracts outstanding as at April 1, 2019, using modified retrospective method by recording the cumulative effect of initial application as an adjustment to opening retained earnings. The Company has made use of the following practical expedients available in its transition to IFRS 16: -

- a) The Company will not reassess whether a contract is or contains a lease. Accordingly, the definition of lease in accordance with IAS 17 and IFRIC-4 will continue to be applied to lease contracts entered by the Company or modified by the Company before April 1, 2019,
- b) The Company has applied a single discount rate to a portfolio of leases of similar assets in similar economic environment. Consequently, the Company has recorded its lease liability using the present value of remaining lease payments, discounted using the incremental borrowing rate at the date of initial application and the right-of-use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted using the incremental borrowing rate at the date of initial application,
- c) The Company excluded the initial direct costs from measurement of the RoU asset,

- d) The Company does not recognize RoU assets and lease liabilities for leases with less than twelve months of lease term and low-value assets on the date of initial application.

The weighted average of discount rate applied to lease liabilities as at April 1, 2019 is 5.7%.

On adoption of IFRS 16,

- the Company has recognized right-of-use assets of ₹13,630 and corresponding lease liability of ₹15,379,
- the net carrying value of assets procured under the finance lease of ₹1,243 (gross carrying and accumulated depreciation value of ₹3,420 and ₹2,177 respectively) have been reclassified from property, plant and equipment to right-of-use assets,
- the obligations under finance leases of ₹2,002 (non-current and current obligation under finance leases ₹496 and ₹1,506 respectively) have been reclassified to lease liabilities,
- prepaid rent on leasehold land and other assets, which were earlier classified under “Other Assets” have been reclassified to right-of-use assets by ₹2,222.

The adoption of the new standard has resulted in a reduction of ₹872 in retained earnings, net of deferred tax asset of ₹138.

During the year ended March 31, 2020, the Company recognized in the consolidated statement of income –

- Depreciation expense from right-of-use assets of ₹5,911 (Refer to Note 5)
- Interest expenses on lease liabilities of ₹914
- Rent expense amounting to ₹44 pertaining to leases of low-value assets and ₹2,085 pertaining to leases with less than twelve months of lease term has been included under Facility expenses
- Income from subleasing right-of-use assets is not material.

Refer to Note 5 for additions to right-of-use assets during the year ended March 31, 2020 and carrying amount of right-of-use assets as at March 31, 2020 by class of underlying asset.

As of March 31, 2020, the Company is committed to certain leases amounting to ₹1,399 which have not yet commenced. The term of such lease’s ranges from 2 to 8 years.

Lease payments during the period are disclosed under financing activities in the consolidated statement of cash flows.

The comparatives as at and for the year ended March 31, 2019 and March 31, 2018 have not been retrospectively restated.

The adoption of IFRS 16 did not have any material impact on the Company’s consolidated statement of income and earnings per share.

The difference between the lease obligation disclosed as of March 31, 2019 under IAS 17 and the value of the lease liabilities as of April 1, 2019 is primarily on account of practical expedients exercised for low value assets and short term leases as at adoption of the standard, measuring lease liability and discounting the lease liabilities to the present value in accordance with IFRS 16.

Particulars	Total
<b>Operating lease commitments disclosed as at March 31, 2019</b>	<b>₹19,741</b>
(Less): Impact of discounting on opening lease liability	(1,954)
(Less): Short-term leases not recognized as a liability	(1,675)
(Less): Low-value leases not recognized as a liability	(64)
(Less): Leases commencing after 1st April, but entered into on or before 31st March	(669)
<b>Lease liability recognized as at April 1, 2019</b>	<b>₹15,379</b>

### IFRIC 23 – Uncertainty over Income Tax treatments

The IASB has clarified the accounting for uncertainties in income taxes. The interpretation is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12. The adoption of IFRIC 23 did not have any material impact on the consolidated financial statements of the Company.

### Amendment to IAS 19 - Plan Amendment, Curtailment or Settlement

The IASB has issued amendments to IAS 19, ‘Employee Benefits’, in connection with accounting for plan amendments, curtailments and settlements requiring an entity to determine the current service costs and the net interest for the period after the remeasurement using the assumptions used for the remeasurement; and determine the net interest for the remaining period based on the remeasured net defined benefit liability or asset. The adoption of amendment to IAS 19 did not have any material impact on consolidated financial statements of the Company.



### **Amendment to IAS 12 – Income Taxes**

The IASB had issued amendments to IAS 12 – Income Taxes. The amendments clarify that an entity shall recognize the income tax consequences of dividends on financial instruments classified as equity according to where the entity originally recognized those past transactions or events that generated distributable profits were recognized. The adoption of amendment to IAS 12 did not have any impact on consolidated financial statements of the Company.

### **New accounting standards not yet adopted by the Company:**

Certain new standards, amendments to standards and interpretations are not yet effective for annual periods beginning after April 1 2019 and have not been applied in preparing these consolidated financial statements. New standards, amendments to standards and interpretations that could have potential impact on the consolidated financial statements of the Company are:

### **Amendment to IFRS 3 - Business combination**

On October 22, 2018, the IASB issued amendments to IFRS 3, 'Business Combinations', in connection with clarification of business definition, which help in determining whether an acquisition made is of a business or a group of assets. The amendment added a test that makes it easier to conclude that a company has acquired a group of assets, rather than a business, if the value of the assets acquired is substantially all concentrated in a single asset or a group of similar assets. These amendments are effective for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted. The adoption of amendment to IFRS 3 is not expected to have any impact on the consolidated financial statements of the Company.

### **Amendment to IFRS 9, IAS 39 and IFRS 7 – Interest Rate Benchmark Reform**

On September 26, 2019, the IASB amended some of its requirements for hedge accounting. The amendments provide relief from potential effects of the uncertainty caused by the IBOR reform. In addition, the amendments require companies to provide additional information to investors about their hedging relationships that are directly affected by these uncertainties. These amendments are effective for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted. The Company does not expect the amendment to have any significant impact on its consolidated financial statements.

### **Amendment to IAS 1 and IAS 8 – Definition of Material**

On October 30, 2018, the IASB issued Amendment to IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to update a new definition of material in IAS 1. The amendments clarify the definition of "material" and how it should be applied by including in the definition guidance that until now has featured elsewhere in IFRS Standards. The new definition clarifies that, information is considered material if omitting, misstating, or obscuring such information, could reasonably be expected to influence the decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1. In addition, the IASB amended other Standards and the Conceptual Framework that contain a definition of material or refer to the term 'material' to ensure consistency. These amendments are effective prospectively for annual reporting periods beginning on or after January 1, 2020, with earlier application permitted. The Company does not expect the amendment to have any material impact on its evaluation of materiality in relation to its consolidated financial statements.

### **Amendment to IAS 1 – Presentation of Financial Statements**

On January 23, 2020, the IASB has issued "Classification of liabilities as Current or Non-Current (Amendments to IAS 1)" providing a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangement in place at the reporting date. The amendments aim to promote consistency in applying the requirements by helping companies to determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments also clarified the classification requirements for debt a company might settle by converting it into equity. These amendments are effective for annual reporting periods beginning on or after January 1, 2022 and are to be applied retrospectively, with earlier application permitted. The Company is currently evaluating the impact of amendment to IAS 1 on its consolidated financial statements.

### **Amendment to IAS 37 – Onerous Contracts – Cost of Fulfilling a Contract**

On May 14, 2020, the IASB issued "Onerous Contracts — Cost of Fulfilling a Contract (Amendments to IAS 37)", amending the standard regarding costs a company should include as the cost of fulfilling a contract when assessing whether a contract is onerous. The amendment specifies that the "cost of fulfilling" a contract comprises the "costs that relate directly to the contract". Costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. These amendments are effective for annual reporting periods beginning on or after January 1, 2022, with earlier application is permitted. The Company is currently evaluating the impact of amendment to IAS 37 on its consolidated financial statements.

## Amendment to IFRS 16 – Leases

On May 15, 2020, the IASB issued amendments to IFRS 16, “Leases”, provide lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification. The amendments allowed the expedient to be applied to COVID-19-related rent concessions to payments originally due on or before 30 June 2021 and also require disclosure of the amount recognized in profit or loss to reflect changes in lease payments that arise from COVID-19-related rent concessions. The reporting period in which a lessee first applies the amendment, it is not required to disclose certain quantitative information required under IAS 8. These amendments are effective for periods beginning on or after June 1, 2020, with earlier application is permitted. The Company is currently evaluating the impact of amendment to IFRS 16 on its consolidated financial statements.

## 4. Property, plant and equipment

	Land	Buildings	Plant and machinery *	Furniture fixtures and equipment	Vehicles	Total
<b>Gross carrying value:</b>						
<b>As at April 1, 2018</b>	₹3,637	₹25,145	₹ 87,222	₹ 15,772	₹1,139	₹132,915
Translation adjustment	(5)	(8)	613	—	(6)	594
Additions	65	2,684	10,402	1,951	4	15,106
Disposals	—	(331)	(5,871)	(1,218)	(189)	(7,609)
<b>As at March 31, 2019</b>	<b>₹3,697</b>	<b>₹27,490</b>	<b>₹ 92,366</b>	<b>₹ 16,505</b>	<b>₹ 948</b>	<b>₹141,006</b>
<b>Accumulated depreciation/ impairment:</b>						
<b>As at April 1, 2018</b>	—	₹ 5,824	₹ 65,325	₹ 11,983	₹ 506	₹ 83,638
Translation adjustment	—	8	332	(6)	(3)	331
Depreciation and impairment **	—	1,034	12,298	1,363	304	14,999
Disposals	—	(151)	(4,767)	(747)	(125)	(5,790)
<b>As at March 31, 2019</b>	<b>₹ —</b>	<b>₹ 6,715</b>	<b>₹ 73,188</b>	<b>₹ 12,593</b>	<b>₹ 682</b>	<b>₹ 93,178</b>
Capital work-in-progress						₹ 22,773
<b>Net carrying value including Capital work-in-progress as at March 31, 2019</b>						<b>₹ 70,601</b>
<b>Gross carrying value:</b>						
<b>As at April 1, 2019</b>	₹3,697	₹27,490	₹ 92,366	₹ 16,505	₹ 948	₹141,006
Reclassified on adoption of IFRS 16	—	—	(3,420)	—	—	(3,420)
<b>Adjusted balance as at April 1, 2019</b>	<b>₹3,697</b>	<b>₹27,490</b>	<b>₹ 88,946</b>	<b>₹ 16,505</b>	<b>₹ 948</b>	<b>₹137,586</b>
Translation adjustment	9	84	1,437	129	(5)	1,654
Additions	55	9,130	13,571	3,487	11	26,254
Additions through Business combinations	—	5	417	7	—	429
Disposals	—	(199)	(3,676)	(258)	(146)	(4,279)
<b>As at March 31, 2020</b>	<b>₹3,761</b>	<b>₹36,510</b>	<b>₹ 100,695</b>	<b>₹ 19,870</b>	<b>₹ 808</b>	<b>₹161,644</b>
<b>Accumulated depreciation/ impairment:</b>						
<b>As at April 1, 2019</b>	₹ —	₹ 6,715	₹ 73,188	₹ 12,593	₹ 682	₹ 93,178
Reclassified on adoption of IFRS 16	—	—	(2,177)	—	—	(2,177)
<b>Adjusted balance as at April 1, 2019</b>	<b>₹ —</b>	<b>₹ 6,715</b>	<b>₹ 71,011</b>	<b>₹ 12,593</b>	<b>₹ 682</b>	<b>₹ 91,001</b>
Translation adjustment	—	32	1,066	91	(2)	1,187
Depreciation and impairment **	—	1,319	8,628	1,556	175	11,678
Disposals	—	(118)	(2,649)	(99)	(128)	(2,994)
<b>As at March 31, 2020</b>	<b>₹ —</b>	<b>₹ 7,948</b>	<b>₹ 78,056</b>	<b>₹ 14,141</b>	<b>₹ 727</b>	<b>₹100,872</b>
Capital work-in-progress						₹ 20,348
<b>Net carrying value including Capital work-in-progress as at March 31, 2020</b>						<b>₹ 81,120</b>

\* Including net carrying value of computer equipment and software amounting to ₹16,375 and ₹16,844, as at March 31, 2019 and 2020, respectively.

\*\* Includes impairment charge on software platform recognized on acquisitions, amounting to Nil, ₹1,480 and Nil, for the year ended March 31, 2018, 2019 and 2020, respectively, is included in cost of revenues in the consolidated statement of income.

## 5. Right-of-use assets

	Category of RoU asset				Total
	Land	Buildings	Plant and machinery *	Vehicles	
<b>Gross carrying value:</b>					
<b>As at April 1, 2019</b>	₹2,003	₹11,502	₹ 2,941	₹ 649	₹17,095
Additions	—	3,520	1,210	219	4,949
Additions through Business combinations	—	364	—	—	364
Disposals	—	(41)	(47)	(59)	(147)
Translation adjustment	—	279	132	17	428
<b>As at March 31, 2020</b>	<b>₹2,003</b>	<b>₹15,624</b>	<b>₹ 4,236</b>	<b>₹ 826</b>	<b>₹22,689</b>
<b>Accumulated depreciation:</b>					
Depreciation	₹ 27	₹ 3,884	₹ 1,731	₹ 269	₹ 5,911
Disposals	—	(18)	(47)	(10)	(75)
Translation adjustment	—	62	37	6	105
<b>As at March 31, 2020</b>	<b>₹ 27</b>	<b>₹ 3,928</b>	<b>₹ 1,721</b>	<b>₹ 265</b>	<b>₹ 5,941</b>
<b>Net carrying value as at March 31, 2020</b>					<b>₹16,748</b>

\* Includes computer equipment.

## 6. Goodwill and intangible assets

The movement in goodwill balance is given below:

	Year ended March 31,	
	2019	2020
Balance at the beginning of the year	₹117,584	₹116,980
Translation adjustment	4,529	9,199
Acquisition through business combination, net (Refer to Note 7)	—	4,833
Disposal (Refer to Note 26)	(4,893)	—
Assets reclassified as held for sale (Refer to Note 26)	(240)	—
<b>Balance at the end of the year</b>	<b>₹116,980</b>	<b>₹131,012</b>

The Company is organized by three operating segments: IT Services, IT Products and India State Run Enterprise Services. Goodwill as at March 31, 2019 and 2020 has been allocated to the IT Services operating segment.

Goodwill recognized on business combinations is allocated to Cash Generating Units (CGUs), within the IT Services operating segment, which are expected to benefit from the synergies of the acquisitions.

Goodwill has been allocated to the CGUs as at March 31, 2020 as follows:

CGUs	As at March 31, 2020
Banking Financial Services and Insurance (BFSI)	₹ 19,225
Healthcare and Life Sciences (Health BU)	55,642
Consumer (CBU)	14,501
Energy, Natural Resources and Utilities (ENU)	15,782
Manufacturing (MFG)	11,998
Technology (TECH)	12,821
Communication (COMM)	1,043
	<b>₹ 131,012</b>

Following table presents the allocation of goodwill to the CGUs for the year ended March 31, 2019:

CGUs	As at March 31, 2019
Banking Financial Services and Insurance (BFSI)	₹ 17,713
Healthcare and Life Sciences (Health BU)	50,670
Consumer (CBU)	13,587
Energy, Natural Resources and Utilities (ENU)	15,203
Manufacturing (MFG)	8,991
Technology (TECH)	9,846
Communication (COMM)	970

₹ 116,980

For impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which goodwill is monitored for internal management purposes, and which is not higher than the Company's operating segment. Goodwill is tested for impairment at least annually in accordance with the Company's procedure for determining the recoverable value of each CGU.

The recoverable amount of the CGU is determined on the basis of Fair Value Less Cost of Disposal (FVLCD). The FVLCD of the CGU is determined based on the market capitalization approach, using the turnover and earnings multiples derived from observable market data. The fair value measurement is categorized as a level 2 fair value based on the inputs in the valuation techniques used.

Based on the above testing, no impairment was identified as at March 31, 2019 and 2020, as the recoverable value of the CGUs exceeded the carrying value. Further, none of the CGU's tested for impairment as at March 31, 2019 and 2020 were at risk of impairment. An analysis of the calculation's sensitivity to a change in the key parameters (turnover and earnings multiples), did not identify any probable scenarios where the CGU's recoverable amount would fall below its carrying amount.

The movement in intangible assets is given below:

	Intangible assets		
	Customer related	Marketing related	Total
<b>Gross carrying value:</b>			
As at April 1, 2018	₹ 26,586	₹ 6,551	₹33,137
Translation adjustment	555	217	772
Disposal (Refer to Note 26)	(217)	(823)	(1,040)
<b>As at March 31, 2019</b>	<b>₹ 26,924</b>	<b>₹ 5,945</b>	<b>₹32,869</b>
<b>Accumulated amortization/ impairment:</b>			
As at April 1, 2018	₹ 12,263	₹ 2,761	₹15,024
Translation adjustment	35	64	99
Amortization and impairment *	3,148	1,136	4,284
Disposal (Refer to Note 26)	(101)	(199)	(300)
<b>As at March 31, 2019</b>	<b>₹ 15,345</b>	<b>₹ 3,762</b>	<b>₹19,107</b>
<b>Net carrying value as at March 31, 2019</b>	<b>₹ 11,579</b>	<b>₹ 2,183</b>	<b>₹13,762</b>
<b>Gross carrying value:</b>			
As at April 1, 2019	₹ 26,924	₹ 5,945	₹32,869
Translation adjustment	1,031	382	1,413
Acquisition through business combinations (Refer to Note 7)	4,535	371	4,906
<b>As at March 31, 2020</b>	<b>₹ 32,490</b>	<b>₹ 6,698</b>	<b>₹39,188</b>
<b>Accumulated amortization/ impairment:</b>			
As at April 1, 2019	₹ 15,345	₹ 3,762	₹19,107
Translation adjustment	220	226	446
Amortization and impairment *	2,333	940	3,273
<b>As at March 31, 2020</b>	<b>₹ 17,898</b>	<b>₹ 4,928</b>	<b>₹22,826</b>
<b>Net carrying value as at March 31, 2020</b>	<b>₹ 14,592</b>	<b>₹ 1,770</b>	<b>₹16,362</b>

\* Includes impairment charge on certain intangible assets recognized on acquisitions, amounting to ₹643, ₹838 and ₹Nil for the year ended March 31, 2018, 2019 and 2020, respectively.

Amortization and impairment expense on intangible assets are included in selling and marketing expenses in the consolidated statement of income.

As at March 31, 2020, the estimated remaining amortization period for intangible assets acquired on acquisition are as follows:

Acquisition	Estimated remaining amortization period
ATCO I-Tek	4.50 years
Cellent AG	0.75 – 2.75 years
Appirio Inc.	1.75 years
Vara Infotech Private Limited	6.50 - 9.50 years
International TechneGroup Incorporated	4.50 years
Rational Interaction, Inc	2.75 - 6.75 years
Other entities	0.25 – 12.25 years



## 7. Business combination

### Summary of material acquisitions during the year ended March 31, 2018 is given below:

During the year ended March 31, 2018, the Company has completed four business combinations (which individually and in aggregate are not material) for a total consideration of ₹6,924. These transactions include (a) the acquisition of IT service provider which is focused on Brazilian markets, (b) the acquisition of a design and business strategy consultancy firm based in United States, and (c) the acquisition of intangible assets, assembled workforce and a multi-year service agreement which qualify as business combination.

The following table presents the allocation of purchase price:

Description	Purchase price allocated
Net assets	₹ 5
Customer related intangibles	5,565
Other intangible assets	169
<b>Total</b>	<b>₹ 5,739</b>
Goodwill	1,185
<b>Total purchase price</b>	<b>₹ 6,924</b>

The goodwill of ₹1,185 comprises value of acquired workforce and expected synergies arising from the acquisition. The goodwill was allocated to IT Services segment and is partially deductible for United States federal income tax purpose.

Net assets acquired include ₹58 of cash and cash equivalents and trade receivables valued at ₹215.

### Summary of material acquisitions during the year ended March 31, 2020 is given below:

During the year ended March 31, 2020, the Company has completed three business combinations (which both individually and in aggregate are not material) for a total consideration of ₹10,433. These include (a) taking over customer contracts, leased facilities, assets and employees of Vara Infotech Private Limited, (b) the acquisition of International TechneGroup Incorporated, a global digital engineering and manufacturing solutions company, and (c) the acquisition of Rational Interaction, Inc, a digital customer experience management company. The following table presents the provisional purchase price allocation:

Description	Purchase price allocated
Net assets	₹ 907
Customer related intangibles	4,535
Marketing related intangibles	371
Deferred tax liabilities on intangible assets	(213)
<b>Total</b>	<b>₹ 5,600</b>
Goodwill	4,833
<b>Total purchase price</b>	<b>₹ 10,433</b>

Net assets acquired include ₹317 of cash and cash equivalents and trade receivables valued at ₹831.

The goodwill of ₹4,833 comprises value of acquired workforce and expected synergies arising from the business combinations. The goodwill was allocated to IT Services segment and is partially deductible for income tax purposes in India and United States.

The pro-forma effects of these business combinations on the Company's results were not material.

## 8. Investments

Investments consist of the following:

	As at March 31,	
	2019	2020
<b>Non-current</b>		
Financial instruments at FVTOCI		
Equity instruments	₹ 6,916	₹ 9,297
Financial instruments at amortized cost		
Inter corporate and term deposits *	—	5
	<b>₹ 6,916</b>	<b>₹ 9,302</b>
<b>Current</b>		
Financial instruments at FVTPL		
Investments in liquid and short-term mutual funds	₹ 13,960	₹ 14,795
Financial instruments at FVTOCI		

Commercial paper, Certificate of deposits and bonds	185,048	155,587
Financial instruments at amortized cost		
Inter corporate and term deposits *	21,708	19,253
	<u>₹220,716</u>	<u>₹189,635</u>
<b>Total</b>	<b><u>₹227,632</u></b>	<b><u>₹198,937</u></b>

\* These deposits earn a fixed rate of interest. Term deposits include non- current and current deposits in lien with banks primarily on account of term deposits held as margin money deposits against guarantees amounting to ₹5, and ₹796, respectively (March 31, 2019: Term deposits current of ₹463).

### Investments accounted for using the equity method

The Company has no material associates as at March 31, 2019 and 2020. The aggregate summarized financial information in respect of the Company's immaterial associates that are accounted for using the equity method is set forth below:

	As at March 31,	
	2019	2020
Carrying amount of the Company's interest in associates accounted for using the equity method	1,235	1,383

  

	For the year ended March 31,		
	2018	2019	2020
Company's share of net profit /(loss) of associates accounted for using the equity method in consolidated statement of income	11	(43)	29

### 9. Trade receivables

	As at March 31,	
	2019	2020
Trade receivables	₹119,686	₹124,460
Allowance for lifetime expected credit loss	(14,824)	(13,937)
	<b>₹104,862</b>	<b>₹110,523</b>
Non-current	4,373	6,049
Current	100,489	104,474

The activity in the allowance for lifetime expected credit loss is given below:

	As at March 31,	
	2019	2020
Balance at the beginning of the year	₹14,570	₹14,824
Additions during the year, net (Refer to Note 25)	980	1,043
Charged against allowance	(772)	(2,139)
Translation adjustment	46	209
<b>Balance at the end of the year</b>	<b>₹14,824</b>	<b>₹13,937</b>

### 10. Inventories

Inventories consist of the following:

	As at March 31,	
	2019	2020
Stores and spare parts	₹ 677	₹ 613
Finished and traded goods	3,274	1,252
	<b>₹3,951</b>	<b>₹1,865</b>

### 11. Cash and cash equivalents

Cash and cash equivalents as at March 31, 2018, 2019 and 2020, consist of cash and balance in deposits with banks. Cash and cash equivalents consist of the following:

	As at March 31,		
	2018	2019	2020
Cash and bank balances	₹23,300	₹ 41,966	₹ 34,087
Demand deposits with banks *	21,625	116,563	110,412
	<b>₹44,925</b>	<b>₹158,529</b>	<b>₹144,499</b>

\* These deposits can be withdrawn by the Company at any time without prior notice and without any penalty on the principal.

Cash and cash equivalents consist of the following for the purpose of the cash flow statement:

	As at March 31,		
	2018	2019	2020
Cash and cash equivalents (as above)	₹44,925	₹158,529	₹144,499
Bank overdrafts	(3,999)	(4)	(395)
	<b>₹40,926</b>	<b>₹158,525</b>	<b>₹144,104</b>

## 12. Other financial assets

	As at March 31,	
	2019	2020
<b>Non-current</b>		
Security deposits	₹ 1,436	₹ 1,581
Interest receivables	1,139	1,139
Finance lease receivables	1,794	2,359
Other deposits	777	802
	<b>₹ 5,146</b>	<b>₹ 5,881</b>
<b>Current</b>		
Security deposits	₹ 1,050	₹ 1,127
Due from officers and employees	738	1,040
Finance lease receivables	1,618	2,811
Interest receivables	1,789	2,581
Other deposits	33	5
Others	9,383	1,050
	<b>₹14,611</b>	<b>₹ 8,614</b>
	<b>₹19,757</b>	<b>₹14,495</b>

## Finance lease receivables

Finance lease receivables consist of assets that are leased to customers for a contract term normally ranging 1 to 7 years, with lease payments due in monthly or quarterly installments. Details of finance lease receivables are given below:

	Minimum lease payments		Present value of minimum lease payment	
	As at March 31,		As at March 31,	
	2019	2020	2019	2020
Not later than one year	₹1,742	₹2,986	₹ 1,618	₹ 2,811
Later than one year but not later than five years	1,813	2,473	1,752	2,359
Later than five years	44	—	42	—
<b>Gross investment in lease</b>	<b>3,599</b>	<b>5,459</b>	<b>3,412</b>	<b>5,170</b>
Less: Unearned finance income	(187)	(289)	—	—
<b>Present value of minimum lease payment receivables</b>	<b>₹3,412</b>	<b>₹5,170</b>	<b>₹ 3,412</b>	<b>₹ 5,170</b>
Non-current finance lease receivables			1,794	2,359
Current finance lease receivables			1,618	2,811

## 13. Other assets

	As at March 31,	
	2019	2020
<b>Non-current</b>		
Prepaid expenses	₹ 6,323	₹ 4,535
Costs to obtain contract*	4,212	4,030
Costs to fulfil contract	—	305
Others	5,337	3,065
	<b>₹15,872</b>	<b>₹11,935</b>
<b>Current</b>		
Prepaid expenses	₹12,148	₹ 9,876
Due from officers and employees	871	310
Advance to suppliers	3,247	3,121
Balance with GST and other authorities	5,543	7,805
Costs to obtain contract*	1,170	1,258
Others	107	135

	<u>₹23,086</u>	<u>₹22,505</u>
	<u>₹38,958</u>	<u>₹34,440</u>

\* Amortization during the year ended March 31, 2019 and 2020 amounting to ₹934 and ₹1,237 respectively.

## 14. Loans, borrowings and bank overdrafts

### Short-term loans, borrowings and bank overdrafts

The Company had loans, borrowings and bank overdrafts amounting to ₹68,085 and ₹54,020, as at March 31, 2019 and 2020, respectively. The principal source of borrowings from banks as at March 31, 2020 primarily consists of lines of credit of approximately ₹17,960, U.S. Dollar (U.S.\$) 955 million, Canadian Dollar (CAD) 71 million, Saudi Riyal (SAR) 128 million, Euro (EUR) 19 million, Great British Pound (GBP) 7 million, Chinese Yuan (CNY) 20 million, Qatari Riyal (QAR) 10 million, Brazilian Real (BRL) 10 million, Mexican Peso (MXN) 33 million, and Indonesian Rupiah (IDR) 13,000 million from bankers for working capital requirements and other short-term needs. As at March 31, 2020, the Company has unutilized lines of credit aggregating ₹4,260, U.S. Dollar (U.S.\$) 471 million, Canadian Dollar (CAD) 3 million, Saudi Riyal (SAR) 128 million, Euro (EUR) 19 million, Great British Pound (GBP) 7 million, Chinese Yuan (CNY) 20 million, Qatari Riyal (QAR) 10 million, Brazilian Real (BRL) 1 million, Mexican Peso (MXN) 33 million, and Indonesian Rupiah (IDR) 13,000 million. To utilize these unused lines of credit, the Company requires consent of the lender and compliance with certain financial covenants. Significant portion of these lines of credit are revolving credit facilities and floating rate foreign currency loans, renewable on a periodic basis.

The Company has non-fund based revolving credit facilities in various currencies equivalent to ₹40,470 and ₹41,597, as at March 31, 2019 and 2020, respectively, towards operational requirements that can be used for the issuance of letters of credit and bank guarantees. As at March 31, 2019, and 2020, an amount of ₹22,014, and ₹22,790, respectively, was unutilized out of these non-fund-based facilities.

### Long-term loans and borrowings

Currency	As at March 31, 2019		As at March 31, 2020			
	Foreign currency in millions	Indian Rupee	Foreign currency in millions	Indian Rupee	Interest rate	Final maturity
<b>Unsecured loans</b>						
U.S. Dollar (U.S.\$)	382	26,395	311	23,478	2.20% - 3.81%	July-21
Canadian Dollar (CAD)	52	2,701	^	25	1.48% - 3.26%	July-21
Indian Rupee (INR)	—	162	—	440	8.29% - 9.35%	March-24
Australian Dollar (AUD)	1	70	1	44	4.65%	January-22
Great British Pound (GBP)	^	31	^	22	2.93%	February-22
Euro (EUR)	^	19	^	13	2.87%	March-23
Brazilian Real (BRL)	^	2	—	—		
		<b>₹29,380</b>		<b>₹24,022</b>		
Obligations under finance leases		2,002				
		<b>₹31,382</b>				
Non-current portion of long term loans and borrowings		28,368		4,840		
Current portion of long term loans and borrowings		3,014		19,182		

^ Value is less than 1

Cash and non-cash changes in liabilities arising from financing activities:

	April 1, 2018	Cash flow	Non-cash changes		March 31, 2019
			Assets taken on finance lease	Foreign exchange movements	
Borrowings from banks	₹ 119,689	₹(26,228)	₹ —	₹ 3,518	₹ 96,979
Bank overdrafts	3,999	(3,995)	—	—	4
External commercial borrowings	9,777	(10,064)	—	287	—
Obligations under finance leases	3,973	(2,234)	14	249	2,002
Loans from other than bank	821	(352)	—	13	482
	<b>₹ 138,259</b>	<b>₹(42,873)</b>	<b>₹ 14</b>	<b>₹ 4,067</b>	<b>₹ 99,467</b>

	April 1, 2019	Cash flow	Non-cash changes			March 31, 2020
			IFRS 16 adoption	Additions to lease liabilities	Foreign exchange movements	
Borrowings from banks	₹ 96,979	₹(26,138)	₹ —	₹ —	₹ 6,217	₹ 77,058
Bank overdrafts	4	391	—	—	—	395
Obligations under finance leases	2,002	—	(2,002)	—	—	—
Loans from other than bank	482	100	—	—	7	589
Lease Liabilities	—	(6,784)	17,381	7,942	659	19,198
	<b>₹ 99,467</b>	<b>₹(32,431)</b>	<b>₹15,379</b>	<b>₹ 7,942</b>	<b>₹ 6,883</b>	<b>₹ 97,240</b>

Significant portion of loans, borrowings and bank overdrafts bear floating rates of interest, referenced to LIBOR or other similar country specific official benchmark interest rates and a spread, determined based on market conditions.

The terms of the other secured and unsecured loans and borrowings also contain certain restrictive covenants primarily requiring the Company to maintain certain financial ratios. As at March 31, 2019 and 2020, the Company has met all the covenants under these arrangements.

Obligations under finance leases amounting to ₹2,002 as at March 31, 2019 were secured by underlying property, plant and equipment.

Interest expense on loans, borrowings and bank overdrafts was ₹3,045, ₹4,058, and ₹3,166 for the year ended March 31, 2018, 2019 and 2020, respectively.

Details of finance lease payables are given below:

	As at March 31, 2019	
	Minimum lease payments	Present value of minimum lease payment
Not later than one year	₹ 1,555	₹ 1,506
Later than one year but not later than five years	506	496
Total minimum lease payments	2,061	2,002
Less: Amounts representing interest	(59)	—
<b>Obligation under finance lease</b>	<b>₹ 2,002</b>	<b>₹ 2,002</b>
Non-current finance lease payables		496
Current finance lease payables		1,506

## 15. Trade payables and accrued expenses

Trade payables and accrued expenses consist of the followings:

	As at March 31,	
	2019	2020
Trade payables	₹28,527	₹27,053
Accrued expenses	59,777	51,076
	<b>₹88,304</b>	<b>₹78,129</b>

## 16. Other financial liabilities

	As at March 31,	
	2019	2020
<b>Non-current</b>		
Cash Settled ADS RSUs (Refer to Note 30)	₹—	₹ 146
Deposits and others	—	5
	<b>₹—</b>	<b>₹ 151</b>
<b>Current</b>		
Cash Settled ADS RSUs (Refer to Note 30)	₹—	₹ 350
Deposits and others	644	549
	<b>₹644</b>	<b>₹ 899</b>
	<b>₹644</b>	<b>₹1,050</b>

## 17. Other liabilities

	As at March 31,	
	2019	2020
<b>Non-current</b>		
Employee benefits obligations	₹ 2,083	₹ 3,767
Others	3,175	3,770
	<u>₹ 5,258</u>	<u>₹ 7,537</u>
<b>Current</b>		
Statutory and other liabilities	₹ 5,430	₹ 4,919
Employee benefits obligations	10,065	12,356
Advance from customers	1,361	1,464
Others	1,190	515
	<u>₹18,046</u>	<u>₹19,254</u>
	<u>₹23,304</u>	<u>₹26,791</u>

## 18. Provisions

	As at March 31,	
	2019	2020
<b>Non-current</b>		
Provision for warranty	₹ 2	₹ 2
	<u>₹ 2</u>	<u>₹ 2</u>
<b>Current</b>		
Provision for warranty	₹ 275	₹ 317
Others	363	295
	<u>₹ 638</u>	<u>₹ 612</u>
	<u>₹ 640</u>	<u>₹ 614</u>

A summary of activity for provision for warranty and other provisions is as follows:

	Year ended March 31, 2019			Year ended March 31, 2020		
	Provision for warranty	Others	Total	Provision for warranty	Others	Total
Balance at the beginning of the year	₹ 293	₹ 506	₹ 799	₹ 277	₹ 363	₹ 640
Additional provision during the year	295	13	308	360	98	458
Provision used during the year	(311)	(156)	(467)	(318)	(166)	(484)
Balance at the end of the year	<u>₹ 277</u>	<u>₹ 363</u>	<u>₹ 640</u>	<u>₹ 319</u>	<u>₹ 295</u>	<u>₹ 614</u>

Provision for warranty represents cost associated with providing sales support services which are accrued at the time of recognition of revenues and are expected to be utilized over a period of 1 to 2 years. Other provisions primarily include provisions for indirect tax related contingencies and litigations. The timing of cash outflows in respect of such provision cannot be reasonably determined.

## 19. Financial instruments

Financial assets and liabilities (carrying value / fair value)

	As at March 31,	
	2019	2020
<b>Assets:</b>		
Cash and cash equivalents	₹158,529	₹144,499
Investments		
Financial instruments at FVTPL	13,960	14,795
Financial instruments at FVTOCI	191,964	164,884
Financial instruments at Amortized cost	21,708	19,258
Other financial assets		
Trade receivables	104,862	110,523
Unbilled receivables	22,880	25,209
Other assets	19,757	14,495
Derivative assets	5,104	3,025
	<u>₹538,764</u>	<u>₹496,688</u>
<b>Liabilities:</b>		
Trade payables and other payables		
Trade payables and accrued expenses	₹ 88,304	₹ 78,129



Lease liabilities	—	19,198
Other liabilities	644	1,050
Loans, borrowings and bank overdrafts	99,467	78,042
Derivative liabilities	1,310	7,369
	<u>₹189,725</u>	<u>₹183,788</u>

## Offsetting financial assets and liabilities

The following table contains information on other financial assets and trade payable and other liabilities subject to offsetting:

	Financial assets		
	Gross amounts of recognized other financial assets	Gross amounts of recognized financial liabilities set off in the balance sheet	Net amounts of recognized other financial assets presented in the balance sheet
As at March 31, 2019	154,129	(6,630)	147,499
As at March 31, 2020	157,304	(7,077)	150,227

  

	Financial liabilities		
	Gross amounts of recognized trade payables and other payables	Gross amounts of recognized financial liabilities set off in the balance sheet	Net amounts of recognized trade payables and other payables presented in the balance sheet
As at March 31, 2019	95,578	(6,630)	88,948
As at March 31, 2020	86,256	(7,077)	79,179

For the financial assets and liabilities subject to offsetting or similar arrangements, each agreement between the Company and the counterparty allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and liabilities will be settled on a gross basis and hence are not offset.

## Fair value

Financial assets and liabilities include cash and cash equivalents, trade receivables, unbilled receivables, finance lease receivables, employee and other advances, eligible current and non-current assets, loans, borrowings and bank overdrafts, trade payable and accrued expenses, and eligible current liabilities and non-current liabilities.

The fair value of cash and cash equivalents, trade receivables, unbilled receivables, loans, borrowings and bank overdrafts, trade payables and accrued expenses, other current financial assets and liabilities approximate their carrying amount largely due to the short-term nature of these instruments. The Company's long-term debt has been contracted at market rates of interest. Accordingly, the carrying value of such long-term debt approximates fair value. Further, finance lease receivables are periodically evaluated based on individual credit worthiness of customers. Based on this evaluation, the Company records allowance for estimated losses on these receivables. As at March 31, 2020 and 2019, the carrying value of such receivables, net of allowances approximates the fair value.

Investments in liquid and short-term mutual funds, which are classified as FVTPL are measured using net asset values at the reporting date multiplied by the quantity held. Fair value of investments in commercial papers, certificate of deposits and bonds classified as FVTOCI is determined based on the indicative quotes of price and yields prevailing in the market at the reporting date. Fair value of investments in equity instruments classified as FVTOCI is determined using market and income approaches.

The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, yield curves, currency volatility etc.

## Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

**Level 1** – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2** – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3** – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value of hierarchy of assets and liabilities measured at fair value on a recurring basis:

Particular	As at March 31, 2019				As at March 31, 2020			
	Fair value measurements at reporting date				Fair value measurements at reporting date			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
<b>Assets</b>								
Derivative instruments:								
Cash flow hedges	3,149	—	3,149	—	1,382	—	1,382	—
Others	1,955	—	1,955	—	1,643	—	1,643	—
Investments:								
Investment in liquid and short-term mutual funds	13,960	13,960	—	—	14,795	14,795	—	—
Investment in equity instruments	6,916	—	248	6,668	9,297	—	119	9,178
Commercial paper, Certificate of deposits and bonds	185,048	6,865	178,183	—	155,587	12,983	142,604	—
<b>Liabilities</b>								
Derivative instruments:								
Cash flow hedges	(130)	—	(130)	—	(4,057)	—	(4,057)	—
Others	(1,180)	—	(1,180)	—	(3,312)	—	(3,312)	—

The following methods and assumptions were used to estimate the fair value of the level 2 financial instruments included in the above table.

**Derivative instruments (assets and liabilities):** The Company enters derivative financial instruments with various counterparties, primarily banks with investment grade credit ratings. Derivatives valued using valuation techniques with market observable inputs are mainly interest rate swaps, foreign exchange forward contracts and foreign exchange option contracts. The most frequently applied valuation techniques include forward pricing, swap models and Black Scholes models (for option valuation), using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, interest rate curves and forward rate curves of the underlying. As at March 31, 2020, the changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognized at fair value.

**Investment in commercial papers, certificate of deposits and bonds:** Fair value of these instruments is derived based on the indicative quotes of price and yields prevailing in the market as at reporting date.

The following methods and assumptions were used to estimate the fair value of the level 3 financial instruments included in the above table.

**Investment in equity instruments:** Fair value of these investments is determined using market and income approaches.

#### Details of assets and liabilities considered under Level 3 classification

	Investment in equity instruments
Balance as at April 1, 2018	₹ 5,685
Additions	2,869
Transfers out of level 3	(647)
Disposal	(1,341)
Gain recognized in foreign currency translation reserve	203
Loss recognized in other comprehensive income	(101)
<b>Balance as at March 31, 2019</b>	<b>₹ 6,668</b>
Balance as at April 1, 2019	₹ 6,668
Additions	2,124
Transfers out of level 3	—
Disposal	(1,327)
Gain recognized in foreign currency translation reserve	855
Gain recognized in other comprehensive income	858
<b>Balance as at March 31, 2020</b>	<b>₹ 9,178</b>

## Description of significant unobservable inputs to valuation:

### As at March 31, 2019

Items	Valuation technique	Significant unobservable input	Movement by	Increase (₹)	Decrease (₹)
Unquoted equity investments	Discounted cash flow model	Long term growth rate	0.5%	201	(187)
		Discount rate	0.5%	(243)	256

### As at March 31, 2020

Items	Valuation technique	Significant unobservable input	Movement by	Increase (₹)	Decrease (₹)
Unquoted equity investments	Discounted cash flow model	Long term growth rate	0.5%	298	(273)
		Discount rate	0.5%	(388)	404

As at March 31, 2019 and 2020, 0.5 percentage point increase/(decrease) in the unobservable inputs used in fair valuation of other Level 3 assets does not have a significant impact in its value.

## Derivative assets and liabilities:

The Company is exposed to foreign currency fluctuations on foreign currency assets / liabilities, forecasted cash flows denominated in foreign currency and net investment in foreign operations. The Company follows established risk management policies, including the use of derivatives to hedge foreign currency assets / liabilities, foreign currency forecasted cash flows and net investment in foreign operations. The counter parties in these derivative instruments are primarily banks and the Company considers the risks of non-performance by the counterparty as non-material.

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

(in million)

		As at March 31,				(in million)
		2019		2020		
		Notional	Fair value	Notional	Fair value	
<b>Designated derivative instruments</b>						
Sell: Forward contracts	USD	333	₹ 1,410	USD	1,011	₹ (2,902)
	€	—	—	€	121	₹ 231
	£	—	—	£	52	₹ 240
	AUD	97	₹ 15	AUD	144	₹ 741
Range forward option contracts	USD	1,067	₹ 1,149	USD	474	₹ (1,057)
	£	191	₹ 68	£	98	₹ (13)
	€	153	₹ 349	€	39	₹ 85
	AUD	56	₹ 39	AUD	—	—
Interest rate swaps	USD	75	₹ (11)	USD	—	—
<b>Non-designated derivative instruments</b>						
Sell: Forward contracts *	USD	1,182	₹ 1,359	USD	1,314	₹ (3,116)
	€	32	₹ 55	€	59	₹ 34
	£	1	₹ (1)	£	81	₹ 112
	AUD	82	₹ 28	AUD	56	₹ 115
	SGD	11	₹ 1	SGD	7	₹ 8
	ZAR	56	₹ 14	ZAR	17	₹ 1
	CAD	56	₹ 40	CAD	51	₹ 153
	SAR	123	₹ (1)	SAR	60	₹ (1)
	AED	9	^	AED	—	—
	PLN	38	₹ 15	PLN	34	₹ 13
	CHF	10	^	CHF	7	₹ 4
	QAR	3	₹ (1)	QAR	19	₹ (8)
	TRY	28	₹ 12	TRY	30	₹ 31
	NOK	29	₹ 4	NOK	19	₹ 16
	OMR	1	₹ (1)	OMR	2	₹ 1
	SEK	35	₹ 5	SEK	13	₹ 4
	MYR	—	—	MYR	20	₹ 1
	JPY	—	—	JPY	325	^
Range forward option contracts	USD	150	₹ 161	USD	—	—
	€	31	₹ 12	€	—	—
	£	71	₹ 57	£	—	—
Buy: Forward contracts	USD	730	₹ (971)	USD	480	₹ 972
	JPY	154	^	JPY	—	—

	MXN	9	^	MXN	11	₹	(9)
	DKK	75	₹ (13)	DKK	9		^
			<u>₹ 3,794</u>				<u>₹ (4,344)</u>

\* USD 1,182 and USD 1,314 includes USD/PHP sell forward of USD 117 and USD 176 as at March 31, 2019 and 2020, respectively.

^ Value is less than ₹1

The following table summarizes activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges:

	As at March 31,	
	2019	2020
Balance as at the beginning of the year	₹ (143)	₹ 3,019
Deferred cancellation gain/ (loss), net	6	(201)
Changes in fair value of effective portion of derivatives	1,069	(2,312)
Net gain/(loss) reclassified to consolidated statement of income on occurrence of hedged transactions *	2,087	(3,382)
Gain/(loss) on cash flow hedging derivatives, net	₹3,162	₹(5,895)
<b>Balance as at the end of the year</b>	<b>3,019</b>	<b>(2,876)</b>
Deferred tax thereon	(604)	561
<b>Balance as at the end of the year, net of deferred tax</b>	<b>₹2,415</b>	<b>₹(2,315)</b>

\* Includes net gain/(loss) reclassified to revenue (March 31, 2019: ₹2,585, March 31, 2020: ₹(4,761)) and cost of revenues (March 31, 2019: ₹(498), March 31, 2020: ₹1,379).

The related hedge transactions for balance in cash flow hedging reserves as at March 31, 2020 are expected to occur and be reclassified to the consolidated statement of income over a period of three years.

As at March 31, 2019 and 2020 there were no significant gains or losses on derivative transactions or portions thereof that have become ineffective as hedges or associated with an underlying exposure that did not occur.

#### Sale of financial assets

From time to time, in the normal course of business, the Company transfers accounts receivables, unbilled receivables, net investment in finance lease receivables (financial assets) to banks. Under the terms of the arrangements, the Company surrenders control over the financial assets and transfer is without recourse. Accordingly, such transfers are recorded as sale of financial assets. Gains and losses on sale of financial assets without recourse are recorded at the time of sale based on the carrying value of the financial assets and fair value of servicing liability. The incremental impact of such transactions on our cash flow and liquidity for the year ended March 31, 2018, 2019 and 2020 is not material.

In certain cases, transfer of financial assets may be with recourse. Under arrangements with recourse, the Company is obligated to repurchase the uncollected financial assets, subject to limits specified in the agreement with the banks. These are reflected as part of loans and borrowings in the consolidated statement of financial position.

#### Financial risk management

##### Market Risk

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, foreign currency receivables, payables and loans and borrowings.

The Company's exposure to market risk is a function of investment and borrowing activities and revenue generating activities in foreign currency. The objective of market risk management is to avoid excessive exposure of the Company's earnings and equity to losses.

##### Risk Management Procedures

The Company manages market risk through a corporate treasury department, which evaluates and exercises independent control over the entire process of market risk management. The corporate treasury department recommends risk management objectives and policies, which are approved by senior management and Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

## Foreign currency risk

The Company operates internationally, and a major portion of its business is transacted in several currencies. Consequently, the Company is exposed to foreign exchange risk through receiving payment for sales and services in the United States and elsewhere and making purchases from overseas suppliers in various foreign currencies. The exchange rate risk primarily arises from foreign exchange revenue, receivables, cash balances, forecasted cash flows, payables and foreign currency loans and borrowings. A significant portion of the Company's revenue is in the U.S. Dollar, the United Kingdom Pound Sterling, the Euro, the Canadian Dollar and the Australian Dollar, while a large portion of costs are in Indian rupees. The exchange rate between the rupee and these currencies has fluctuated significantly in recent years and may continue to fluctuate in the future. Appreciation of the rupee against these currencies can adversely affect the Company's results of operations.

The Company evaluates exchange rate exposure arising from these transactions and enters foreign currency derivative instruments to mitigate such exposure. The Company follows established risk management policies, including the use of derivatives like foreign exchange forward/option contracts to hedge forecasted cash flows denominated in foreign currency.

The Company has designated certain derivative instruments as cash flow hedges to mitigate the foreign exchange exposure of forecasted highly probable cash flows. The Company also designates foreign currency borrowings as hedge against respective net investments in foreign operations.

As at March 31, 2020, a ₹1 increase in the spot exchange rate of the Indian rupee with the U.S. dollar would result in approximately ₹1,972 (consolidated statement of income ₹658 and other comprehensive income ₹1,314) decrease in the fair value, and a ₹1 decrease would result in approximately ₹1,912 (consolidated statement of income ₹658 and other comprehensive income ₹1,254) increase in the fair value of foreign currency dollar denominated derivative instruments (forward and option contracts).

The below table presents foreign currency risk from non-derivative financial instruments as at March 31, 2019 and 2020:

	As at March 31, 2019						
	US \$	Euro	Pound Sterling	Australian Dollar	Canadian Dollar	Other currencies #	Total
Trade receivables	₹ 39,896	₹ 8,030	₹ 5,212	₹ 3,542	₹ 1,528	₹ 3,880	₹ 62,088
Unbilled receivables	8,038	1,609	3,146	1,225	204	743	14,965
Contract assets	4,706	1,445	2,270	836	150	598	10,005
Cash and cash equivalents	21,997	2,884	1,573	1,003	1,928	2,204	31,589
Other assets	8,553	1,173	4,056	1,038	1,033	4,544	20,397
Loans, borrowings and bank overdrafts	(50,516)	(20)	(21)	(33)	—	(21)	(50,611)
Trade payables, accrued expenses and other liabilities	(27,202)	(5,779)	(4,646)	(1,526)	(806)	(2,787)	(42,746)
<b>Net assets/ (liabilities)</b>	<b>₹ 5,472</b>	<b>₹ 9,342</b>	<b>₹ 11,590</b>	<b>₹ 6,085</b>	<b>₹ 4,037</b>	<b>₹ 9,161</b>	<b>₹ 45,687</b>

  

	As at March 31, 2020						
	US \$	Euro	Pound Sterling	Australian Dollar	Canadian Dollar	Other currencies #	Total
Trade receivables	₹ 42,329	₹ 8,860	₹ 7,735	₹ 3,044	₹ 1,388	₹ 4,522	₹ 67,878
Unbilled receivables	11,127	1,030	2,221	784	291	1,126	16,579
Contract assets	5,517	1,559	2,850	654	146	790	11,516
Cash and cash equivalents	13,481	3,978	1,697	586	1,292	1,733	22,767
Other assets	49,835	4,314	3,283	413	1,447	1,805	61,097
Loans, borrowings and bank overdrafts	(36,578)	—	—	—	—	—	(36,578)
Lease Liabilities	(3,393)	(2,606)	(373)	(214)	(16)	(1,412)	(8,014)
Trade payables, accrued expenses and other liabilities	(27,457)	(3,419)	(3,718)	(1,228)	(605)	(3,087)	(39,514)
<b>Net assets/ (liabilities)</b>	<b>₹ 54,861</b>	<b>₹ 13,716</b>	<b>₹ 13,695</b>	<b>₹ 4,039</b>	<b>₹ 3,943</b>	<b>₹ 5,477</b>	<b>₹ 95,731</b>

# Other currencies reflect currencies such as Swiss Franc, UAE Dirham, Saudi Riyal, Singapore Dollar, etc.

As at March 31, 2019 and 2020, respectively, every 1% increase/decrease in the respective foreign currencies compared to functional currency of the Company would impact results by approximately ₹457 and ₹957, respectively.

## Interest rate risk

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. The Company's investments are primarily in short-term investments, which do not expose it to significant interest rate risk. From time to time, the Company manages its net exposure to interest rate risk relating to borrowings by entering into interest rate swap agreements, which allows it to exchange periodic payments based on a notional amount and agreed upon fixed and floating interest rates. Certain borrowings are also transacted at fixed interest rates. If interest rates were to increase by 100 bps as on March 31, 2020, additional net annual interest expense on floating rate borrowing would amount to approximately ₹773.

## Credit risk

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, forward looking macroeconomic information, analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. No single customer accounted for more than 10% of the accounts receivable as at March 31, 2019 and 2020, or revenues for the year ended March 31, 2018, 2019 and 2020. There is no significant concentration of credit risk.

## Counterparty risk

Counterparty risk encompasses issuer risk on marketable securities, settlement risk on derivative and money market contracts and credit risk on cash and time deposits. Issuer risk is minimized by only buying securities which are at least AA rated in India based on Indian rating agencies. Settlement and credit risk is reduced by the policy of entering transactions with counterparties that are usually banks or financial institutions with acceptable credit ratings. Exposure to these risks are closely monitored and maintained within predetermined parameters. There are limits on credit exposure to any financial institution. The limits are regularly assessed and determined based upon credit analysis including financial statements and capital adequacy ratio reviews.

## Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As at March 31, 2020, cash and cash equivalents are held with major banks and financial institutions.

The table below provides details regarding the remaining contractual maturities of significant financial liabilities at the reporting date. The amounts include estimated interest payments and exclude the impact of netting agreements, if any.

	As at March 31, 2019				
	Carrying value	Less than 1 year	1-2 years	2-4 years	Beyond 4 years
Loans, borrowings and bank overdrafts *	₹99,467	₹ 73,559	₹24,887	₹ 4,309	₹ —
Trade payables and accrued expenses	88,304	88,304	—	—	—
Derivative liabilities	1,310	1,310	—	—	—
Other liabilities	644	644	—	—	—
	As at March 31, 2020				
	Carrying value	Less than 1 year	1-2 years	2-4 years	Beyond 4 years
Loans, borrowings and bank overdrafts *	₹78,042	₹ 74,663	₹ 4,761	₹ 119	₹ —
Lease Liabilities *	19,198	7,322	6,128	5,425	2,192
Trade payables and accrued expenses	78,129	78,129	—	—	—
Derivative liabilities	7,369	7,231	90	48	—
Other liabilities	1,050	899	88	63	—

\* Includes future cash outflow towards estimated interest on borrowings and lease liabilities

The balanced view of liquidity and financial indebtedness is stated in the table below. This calculation of the net cash position is used by the management for external communication with investors, analysts and rating agencies:

	As at March 31,	
	2019	2020
Cash and cash equivalents	₹158,529	₹144,499
Investments	220,716	189,635
Loans, borrowings and bank overdrafts	(99,467)	(78,042)
	<u>₹279,778</u>	<u>₹256,092</u>



## 20. Foreign currency translation reserve

The movement in foreign currency translation reserve attributable to equity holders of the Company is summarized below:

	As at March 31,	
	2019	2020
Balance at the beginning of the year	₹16,618	₹15,250
Translation difference related to foreign operations, net	3,129	8,289
Reclassification of foreign currency translation differences to profit and loss on sale of hosted Data center services business	(4,131)	—
Reclassification of foreign currency translation differences to profit and loss on sale of Workday business and Cornerstone OnDemand business	(79)	—
Change in effective portion of hedges of net investment in foreign operations	(287)	—
Total change during the year	(1,368)	8,289
<b>Balance at the end of the year</b>	<b>₹15,250</b>	<b>₹23,539</b>

## 21. Income taxes

Income tax expense has been allocated as follows:

	Year ended March 31,		
	2018	2019	2020
Income tax expense as per the consolidated statement of income	₹22,390	₹25,242	₹24,799
Income tax included in other comprehensive income on:			
Unrealized losses on investment securities	(644)	(65)	(230)
Gains/(losses) on cash flow hedging derivatives	(1,448)	633	(1,165)
Defined benefit plan actuarial gains/(losses)	255	47	(196)
	<b>₹20,553</b>	<b>₹25,857</b>	<b>₹23,208</b>

Income tax expense consists of the following:

	Year ended March 31,		
	2018	2019	2020
<b>Current taxes</b>			
Domestic	₹18,500	₹17,987	₹18,437
Foreign	7,834	5,663	5,887
	<b>26,334</b>	<b>23,650</b>	<b>24,324</b>
<b>Deferred taxes</b>			
Domestic	3	(180)	1,624
Foreign	(3,947)	1,772	(1,149)
	<b>(3,944)</b>	<b>1,592</b>	<b>475</b>
	<b>₹22,390</b>	<b>₹25,242</b>	<b>₹24,799</b>

The reconciliation between the provision of income tax and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

	Year ended March 31,		
	2018	2019	2020
Profit before taxes	₹102,474	₹115,415	₹122,512
Enacted income tax rate in India	34.61%	34.94%	34.94%
Computed expected tax expense	35,466	40,326	42,806
Effect of:			
Income exempt from tax	(12,878)	(18,469)	(12,930)
Basis differences that will reverse during a tax holiday period	167	(796)	480
Income taxed at higher/ (lower) rates	(111)	(1,002)	(3,122)
Reversal of deferred tax for past years due to rate reduction *	(1,563)	—	—
Taxes related to prior years	(380)	(2,267)	(116)
Changes in unrecognized deferred tax assets	239	3,972	(3,898)
Expenses disallowed for tax purpose	1,431	3,503	1,785
Others, net	19	(25)	(206)
<b>Income tax expense</b>	<b>₹ 22,390</b>	<b>₹ 25,242</b>	<b>₹ 24,799</b>
<i>Effective income tax rate</i>	<i>21.85%</i>	<i>21.87%</i>	<i>20.24%</i>

\* The “Tax Cuts and Jobs Act,” was signed into law on December 22, 2017 (‘US tax reforms’) which among other things, makes significant changes to the rules applicable to the taxation of corporations, such as changing the corporate tax rate from 35% to 21% rate effective January 1, 2018. For the year ended March 2018, the Company took a positive impact of ₹1,563 on account of re-statement of deferred tax items pursuant to US tax reforms.

The components of deferred tax assets and liabilities are as follows:

	As at March 31,	
	2019	2020
Carry forward losses *	₹ 3,149	₹ 2,044
Trade payables, accrued expenses and other liabilities	3,713	4,994
Allowances for lifetime expected credit loss	4,521	3,921
Minimum alternate tax	—	3,425
Cash flow hedges	—	561
Others	318	—
	<b>11,701</b>	<b>14,945</b>
Property, plant and equipment	(1,840)	(686)
Amortizable goodwill	(1,899)	(2,166)
Intangible assets	(2,295)	(1,541)
Interest income and fair value movement of investments	(1,455)	(626)
Cash flow hedges	(604)	—
Contract liabilities	(289)	(11)
SEZ Re-investment Reserve	(1,132)	(6,614)
Others	—	(121)
	<b>(9,514)</b>	<b>(11,765)</b>
<b>Net deferred tax assets</b>	<b>₹ 2,187</b>	<b>₹ 3,180</b>
Amounts presented in consolidated statement of financial position:		
Deferred tax assets	₹ 5,604	₹ 6,005
Deferred tax liabilities	₹ (3,417)	₹ (2,825)

\* Includes deferred tax asset recognized on carry forward losses pertaining to business combinations.

#### Movement in deferred tax assets and liabilities

Movement during the year ended March 31, 2018	As at April 1, 2017	Credit/ (charge) in the consolidated statement of income	Credit/ (charge) in other comprehensive income *	On account of business combination	Assets held for sale	As at March 31, 2018
Carry forward losses	₹ 5,513	₹ 133	₹ 48	₹ —	₹ —	₹ 5,694
Trade payables, accrued expenses and other liabilities	3,151	243	(246)	—	(41)	3,107
Allowances for lifetime expected credit loss	2,955	1,564	2	—	(22)	4,499
Minimum alternate tax	1,520	(1,446)	—	—	—	74
Property, plant and equipment	(4,153)	912	(75)	—	1,150	(2,166)
Amortizable goodwill	(4,057)	1,522	(53)	—	778	(1,810)
Intangible assets	(4,511)	1,546	(112)	(113)	—	(3,190)
Interest income and fair value movement of investments	(2,245)	(112)	645	—	—	(1,712)
Cash flow hedges	(1,419)	—	1,448	—	—	29
Contract liabilities	(183)	(35)	(9)	—	(46)	(273)
Others	(87)	(383)	(75)	—	142	(403)
<b>Total</b>	<b>₹ (3,516)</b>	<b>₹ 3,944</b>	<b>₹ 1,573</b>	<b>₹ (113)</b>	<b>₹ 1,961</b>	<b>₹ 3,849</b>

Movement during the year ended March 31, 2019	As at April 1, 2018	Credit/ (charge) in the consolidated statement of income	Credit/ (charge) in other comprehensive income *	Others (Note 36)	As at March 31, 2019
Carry forward losses	₹ 5,694	₹ (2,879)	₹ 334	₹ —	₹ 3,149
Trade payables, accrued expenses and other liabilities	3,107	295	(22)	333	3,713
Allowances for lifetime expected credit loss	4,499	9	2	11	4,521
Minimum alternate tax	74	(74)	—	—	—
Property, plant and equipment	(2,166)	219	(94)	201	(1,840)
Amortizable goodwill	(1,810)	16	(105)	—	(1,899)
Intangible assets	(3,190)	1,076	(181)	—	(2,295)
Interest income and fair value movement of investments	(1,712)	186	71	—	(1,455)
Cash flow hedges	29	—	(633)	—	(604)
Contract liabilities	(273)	(1)	(15)	—	(289)
SEZ Re-investment Reserve	—	(1,132)	—	—	(1,132)
Others	(403)	693	27	1	318
<b>Total</b>	<b>₹ 3,849</b>	<b>₹ (1,592)</b>	<b>₹ (616)</b>	<b>₹ 546</b>	<b>₹ 2,187</b>

Movement during the year ended March 31, 2020	As at April 1, 2019	Credit/ (charge) in the consolidated statement of income	Credit/ (charge) in other comprehensive income *	On account of business combination	As at March 31, 2020
Carry forward losses	₹ 3,149	₹ (1,287)	₹ 182	₹ —	₹ 2,044
Trade payables, accrued expenses and other liabilities	3,713	1,033	248	—	4,994
Allowances for lifetime expected credit loss	4,521	(591)	(9)	—	3,921
Minimum alternate tax	—	3,425	—	—	3,425
Property, plant and equipment	(1,840)	1,150	4	—	(686)
Amortizable goodwill	(1,899)	(92)	(175)	—	(2,166)
Intangible assets	(2,295)	1,021	(90)	(177)	(1,541)
Interest income and fair value movement of investments	(1,455)	599	230	—	(626)
Cash flow hedges	(604)	—	1,165	—	561
Contract liabilities	(289)	285	(7)	—	(11)
SEZ Re-investment Reserve	(1,132)	(5,482)	—	—	(6,614)
Others	318	(536)	97	—	(121)
<b>Total</b>	<b>₹ 2,187</b>	<b>₹ (475)</b>	<b>₹ 1,645</b>	<b>₹ (177)</b>	<b>₹ 3,180</b>

\* Includes impact of foreign currency translation.

Deferred taxes on unrealized foreign exchange gain / loss relating to cash flow hedges, fair value movements in investments and actuarial gains/losses on defined benefit plans are recognized in other comprehensive income. Deferred tax liability on the intangible assets identified and carry forward losses on acquisitions is recorded by an adjustment to goodwill. Other than these, the change in deferred tax assets and liabilities is primarily recorded in the consolidated statement of income.

In assessing the realizability of deferred tax assets, the Company considers the extent to which it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on this, the Company believes that it is probable that the Company will realize the benefits of these deductible differences. The amount of deferred tax asset considered realizable, however, could be reduced in the near term if the estimates of future taxable income during the carry-forward period are reduced.

Deferred tax asset amounting to ₹6,769 and ₹8,124 as at March 31, 2019 and 2020, respectively in respect of unused tax losses have not been recognized by the Company. The tax loss carry-forwards of ₹24,355 and ₹29,736 as at March 31, 2019 and 2020, respectively, relates to certain subsidiaries on which deferred tax asset has not been recognized by the Company, because there is a lack of reasonable certainty that these subsidiaries may generate future taxable profits. Approximately, ₹8,191, and ₹14,429 as at March 31, 2019 and 2020, respectively, of these tax loss carry-forwards is not currently subject to expiration dates. The remaining tax loss carry-forwards of approximately ₹16,164 and ₹15,307 as at March 31, 2019 and 2020, respectively, expires in various years through fiscal 2038.

The Company has recognized deferred tax assets of ₹3,149 and ₹2,044 primarily in respect of carry forward losses of its various subsidiaries as at March 31, 2019 and 2020, respectively. Management's projections of future taxable income and tax planning strategies support the assumption that it is probable that sufficient taxable income will be available to utilize these deferred tax assets.

The Company has calculated its tax liability for current domestic taxes after considering MAT. The excess tax paid under MAT provisions over and above normal tax liability can be carried forward and set-off against future tax liabilities computed under normal tax provisions. The Company was required to pay MAT and accordingly, a deferred tax asset of Nil and ₹3,425 has been recognized in the statement of consolidated financial position as at March 31, 2019 and 2020, respectively.

A substantial portion of the profits of the Company's India operations are exempt from Indian income taxes being profits attributable to export operations and profits from units established under the Special Economic Zone Act, 2005 scheme. Units designated in special economic zones providing service on or after April 1, 2005 will be eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from commencement of provision of services and 50 percent of such profits and gains for a further five years. Certain tax benefits are also available for a further five years subject to the unit meeting defined conditions. Profits from certain other undertakings are also eligible for preferential tax treatment. The tax holiday period being currently available to the Company expires in various years through fiscal 2033-34. The expiration period of tax holiday for each unit within a SEZ is determined based on the number of years that have lapsed following year of commencement of production by that unit. The impact of tax holidays has resulted in a decrease of current tax expense of ₹11,635, ₹15,390 and ₹11,963 for the years ended March 31, 2018, 2019 and 2020, respectively, compared to the effective tax amounts that we estimate the Company would have been required to pay if these incentives had not been available. The per share effect of these tax incentives for the years ended March 31, 2018, 2019 and 2020 was ₹1.84, ₹2.56, and ₹2.05, respectively.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. Accordingly, deferred income tax liabilities on cumulative earnings of subsidiaries amounting to ₹52,488 and ₹56,391 as at March 31, 2019 and 2020, respectively and branch profit tax @ 15% of the US branch profit have not been recognized. Further, it is not practicable to estimate the amount of the unrecognized deferred tax liabilities for these undistributed earnings.

## **22. Dividends, Bonus and Buyback of equity shares**

The Company declares and pays dividends in Indian rupees. According to the Companies Act, 2013 any dividend should be declared out of accumulated distributable profits. A Company may, before the declaration of any dividend, transfer a percentage of its profits for that financial year as it may consider appropriate to the reserves.

The cash dividends paid per equity share were ₹1, ₹1 and ₹1, during the years ended March 31, 2018, 2019 and 2020, respectively, including an interim dividend of ₹1, ₹1 and ₹1 for the year ended March 31, 2018, 2019 and 2020, respectively.

During the year ended March 31, 2018, the bonus issue in the proportion of 1:1 i.e.1 (One) bonus equity share of ₹2 each for every 1 (one) fully paid-up equity share held (including ADS holders) had been approved by the shareholders of the Company on June 03, 2017 through Postal Ballot /e-voting. For this purpose, June 14, 2017, was fixed as the record date. Consequently, on June 15, 2017, the Company allotted 2,433,074,327 shares and ₹4,866 (representing par value of ₹2 per share) has been transferred from retained earnings to share capital.

During the year ended March 31, 2019, the bonus issue in the proportion of 1:3 i.e.1 (One) bonus equity share of ₹2 each for every 3 (three) fully paid-up equity shares held (including ADS holders) was approved by the shareholders of the Company on February 22, 2019, through Postal Ballot /e-voting. Subsequently, on March 8, 2019, the Company allotted 1,508,469,180 equity shares to shareholders who held equity shares as on the record date of March 7, 2019 and ₹3,016 (representing par value of ₹2 per share) was transferred from capital redemption reserve, securities premium reserve and retained earnings to the share capital.

During the year ended March 31, 2018, the Company has concluded the buyback of 343,750,000 equity shares as approved by the Board of Directors on July 20, 2017. This has resulted in a total cash outflow of ₹110,000. In line with the requirement of the Companies Act 2013, an amount of ₹1,656 and ₹108,344 has been utilized from the securities premium reserve and retained earnings, respectively. Further, capital redemption reserve (included in other reserves) of ₹687 (representing the nominal value of the shares bought back) has been created as an apportionment from retained earnings. Consequent to such buyback, share capital has reduced by ₹687.

During the year ended March 31, 2020, the Company has concluded the buyback of 323,076,923 equity shares as approved by the Board of Directors on April 16, 2019. This has resulted in a total cash outflow of ₹105,000. In line with the requirement of the Companies Act 2013, an amount of ₹105,000 has been utilized from retained earnings. Further, capital redemption reserve (included in other reserves) of ₹646 (representing the nominal value of the shares bought back) has been created as an apportionment from retained earnings. Consequent to such buyback, share capital has reduced by ₹646.

## **23. Additional capital disclosures**

The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Company's focus is to keep strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

The Company's goal is to continue to be able to return excess liquidity to shareholders by continuing to distribute annual dividends in future periods. The amount of future dividends/ buyback of equity shares will be balanced with efforts to continue to maintain an adequate liquidity status.

The capital structure as at March 31, 2019 and 2020 was as follows:

	2019	As at March 31, 2020	% Change
Equity attributable to the equity shareholders of the Company	₹568,116	₹ 557,458	-1.88%
<i>As percentage of total capital</i>	85%	85%	
Current loans, borrowings and bank overdrafts	71,099	73,202	
Long-term loans and borrowings	28,368	4,840	
Lease liabilities	—	19,198	
Total loans, borrowings and bank overdrafts and lease liabilities	₹ 99,467	₹ 97,240	-2.24%
<i>As percentage of total capital</i>	15%	15%	
<b>Total capital</b>	<b>₹667,583</b>	<b>₹ 654,698</b>	<b>-1.93%</b>

Loans and borrowings represent 15 % and 15% of total capital as at March 31, 2019 and 2020, respectively. The Company is not subjected to any externally imposed capital requirements.

## 24. Revenue

	Year ended March 31,		
	2018	2019	2020
Rendering of services	₹524,543	₹571,301	₹598,550
Sales of products	20,328	14,544	11,682
	<b>₹544,871</b>	<b>₹585,845</b>	<b>₹610,232</b>

### A. Contract Assets and Liabilities

The Company classifies its right to consideration in exchange for deliverables as either a receivable or a contract asset.

A receivable is a right to consideration that is unconditional. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due. For example, the Company recognizes a receivable for revenues related to time and materials contracts or volume-based contracts. The Company presents such receivables as part of unbilled receivables at their net estimated realizable value. The same is tested for impairment as per the guidance in IFRS 9 using expected credit loss method.

**Contract liabilities:** During the year ended March 31, 2019, the Company recognized revenue of ₹14,570 arising from opening unearned revenue as at April 1, 2018. During the year ended March 31, 2020, the Company recognized revenue of ₹21,193 arising from contract liabilities as at March 31, 2019.

**Contract assets:** During the year ended March 31, 2019, ₹13,558 of unbilled revenue pertaining to fixed-price development contracts (balance as at April 1, 2018: ₹17,469), has been reclassified to receivables on completion of milestones. During the year ended March 31, 2020, ₹13,068 of contract assets pertaining to fixed-price development contracts has been reclassified to receivables on completion of milestones.

Contract assets and liabilities are reported in a net position on a contract by contract basis at the end of each reporting period.

### B. Remaining Performance Obligations

Revenue allocated to remaining performance obligations represents contracted revenue that has not yet been recognized, which includes contract liabilities and amounts that will be invoiced and recognized as revenue in future periods. Applying the practical expedient, the Company has not disclosed its right to consideration from customers in an amount that corresponds directly with the value to the customer of the Company's performance completed to date, which are contracts invoiced on time and material basis and volume based.

As at March 31, 2019, the aggregate amount of transaction price allocated to remaining performance obligations, other than those meeting the exclusion criteria above, was ₹373,879 of which approximately 59% is expected to be recognized as revenues within two years, and the remainder thereafter. This includes contracts with a substantive enforceable termination penalty if the contract is terminated without cause by the customer, based on an overall assessment of the contract carried out at the time of inception. Historically, customers have not terminated contracts without cause.

As at March 31, 2020, the aggregate amount of transaction price allocated to remaining performance obligations, other than those meeting the exclusion criteria above, was ₹360,033 of which approximately 62% is expected to be recognized as revenues within two years, and the remainder thereafter. This includes contracts with a substantive enforceable termination penalty if the contract is terminated without cause by the customer, based on an overall assessment of the contract carried out at the time of inception. Historically, customers have not terminated contracts without cause.



**C. Disaggregation of Revenues**

The tables below present disaggregated revenues from contracts with customers by business segment, customer location and contract-type. The Company believes that the below disaggregation best depicts the nature, amount, timing and uncertainty of revenue and cash flows from economic factors.



Information on disaggregation of revenues for the year ended March 31, 2019 is as follows:

	IT Services								IT		
	BFSI	Health BU	CBU	ENU	TECH	MFG	COMM	Total	Products	ISRE	Total
A. Revenue											
Rendering of services	173,516	73,942	88,797	72,329	76,108	46,155	32,489	563,336	—	7,965	571,301
Sales of products	—	—	—	—	—	—	—	—	14,544	—	14,544
	173,516	73,942	88,797	72,329	76,108	46,155	32,489	563,336	14,544	7,965	585,845
B. Revenue by geography											
India	3,868	2,295	1,006	1,690	1,392	1,534	3,095	14,880	8,154	7,965	30,999
Americas	98,428	57,204	59,262	22,739	54,679	21,541	7,694	321,547	2,112	—	323,659
Europe	46,856	7,591	17,636	29,795	16,441	18,211	7,420	143,950	2,240	—	146,190
Rest of the World	24,364	6,852	10,893	18,105	3,596	4,869	14,280	82,959	2,038	—	84,997
	173,516	73,942	88,797	72,329	76,108	46,155	32,489	563,336	14,544	7,965	585,845
C. Revenue by nature of contract											
Fixed price and volume based	89,378	53,462	50,425	51,799	47,055	31,843	19,847	343,809	—	6,176	349,985
Time and materials	84,138	20,480	38,372	20,530	29,053	14,312	12,642	219,527	—	1,789	221,316
Products	—	—	—	—	—	—	—	—	14,544	—	14,544
	173,516	73,942	88,797	72,329	76,108	46,155	32,489	563,336	14,544	7,965	585,845

Information on disaggregation of revenues for the year ended March 31, 2020 is as follows:

	IT Services								IT		
	BFSI	Health BU	CBU	ENU	TECH	MFG	COMM	Total	Products	ISRE	Total
A. Revenue											
Rendering of services	183,368	77,794	96,509	75,958	75,446	47,859	33,655	590,589	—	7,961	598,550
Sales of products	—	—	—	—	—	—	—	—	11,682	—	11,682
	183,368	77,794	96,509	75,958	75,446	47,859	33,655	590,589	11,682	7,961	610,232
B. Revenue by geography											
India	5,241	2,522	1,025	1,832	942	1,908	2,109	15,579	6,675	7,961	30,215
Americas	107,467	60,245	67,988	24,315	57,092	23,327	9,075	349,509	918	—	350,427
Europe	45,067	7,540	17,275	31,090	14,107	18,547	8,056	141,682	2,390	—	144,072
Rest of the World	25,593	7,487	10,221	18,721	3,305	4,077	14,415	83,819	1,699	—	85,518
	183,368	77,794	96,509	75,958	75,446	47,859	33,655	590,589	11,682	7,961	610,232
C. Revenue by nature of contract											
Fixed price and volume based	101,875	49,951	53,575	52,084	49,733	33,793	21,908	362,919	—	6,415	369,334
Time and materials	81,493	27,843	42,934	23,874	25,713	14,066	11,747	227,670	—	1,546	229,216
Products	—	—	—	—	—	—	—	—	11,682	—	11,682
	183,368	77,794	96,509	75,958	75,446	47,859	33,655	590,589	11,682	7,961	610,232

## 25. Expenses by nature

	Year ended March 31,		
	2018	2019	2020
Employee compensation	₹272,223	₹299,774	₹326,571
Sub-contracting/ technical fees	84,437	94,725	90,521
Cost of hardware and software	18,985	13,567	11,491
Travel	17,399	17,768	18,169
Facility expenses	21,044	22,213	19,733
Depreciation, amortization and impairment*	21,124	19,474	20,862
Communication	5,353	4,561	4,812
Legal and professional fees	4,690	4,361	4,733
Rates, taxes and insurance	2,400	1,621	3,004
Marketing and brand building	3,140	2,714	2,532
Lifetime expected credit loss and provision for deferred contract cost**	6,565	980	1,043
Miscellaneous expenses***	4,705	11,736	5,344
<b>Total cost of revenues, selling and marketing expenses and general and administrative expenses</b>	<b>₹462,065</b>	<b>₹493,494</b>	<b>₹508,815</b>

- \* Depreciation, amortization, and impairment includes impairment on certain software platform and intangible assets recognized on acquisitions, amounting to ₹643, ₹2,318 and Nil, for the year ended March 31, 2018, 2019 and 2020, respectively.
- \*\* Consequent to insolvency of two of our customers, the Company has recognized provision of ₹4,612 for impairment of receivables and deferred contract cost for the year ended March 31, 2018. ₹416 and ₹4,196 of these provisions have been included in cost of revenue and general and administrative expenses, respectively.
- \*\*\* Miscellaneous expenses for the year ended March 31, 2019, includes an amount of ₹5,141 (\$ 75 million) paid to National Grid on settlement of a legal claim against the Company.

## 26. Other operating income

### Year ended March 31, 2019

**Sale of hosted data center services business:** During the year ended March 31, 2019, the Company has concluded the divestment of its hosted data center services business.

The calculation of the gain on sale is shown below:

Particulars	Total
Cash consideration (net of disposal costs of ₹660)	₹ 25,432
Less: Carrying amount of net assets disposed (including goodwill of ₹13,009)	(26,455)
Add: Reclassification of exchange difference on foreign currency translation	4,131
<b>Gain on sale</b>	<b>₹ 3,108</b>

In accordance with the sale agreement, total cash consideration is ₹28,124 and the Company paid ₹3,766 to subscribe for units issued by the buyer. Units amounting to ₹2,032 are callable by the buyer if certain business targets committed by the Company are not met over a period of three years. The fair value of these callable units is estimated to be insignificant as at reporting date. Consequently, the sale consideration comprises cash consideration of ₹24,358 and units issued by the buyer amounting to ₹1,734.

**Loss of control in subsidiary:** During the year ended March 31, 2019, the Company has reduced its equity holding from 74% to 11% in Wipro Airport IT Services Limited. The loss/ gain on this transaction is insignificant.

The assets and liabilities associated with these transactions were classified as assets held for sale and liabilities directly associated with assets held for sale amounting to ₹27,201 and ₹6,212 respectively as at March 31, 2018.

**Sale of Workday business and Cornerstone OnDemand business:** During the year ended March 31, 2019, the Company has concluded the Sale of Workday business and Cornerstone OnDemand business except in Portugal, France and Sweden.

The calculation of the gain is as shown below:

Particulars	Total
Cash consideration	₹ 6,645
Less: Carrying amount of net assets disposed (includes goodwill of ₹4,893 and intangible assets of ₹740)	(5,475)
Add: Reclassification of exchange difference on foreign currency translation	79
<b>Gain on sale</b>	<b>₹ 1,249</b>



Assets pertaining to Portugal, France, and Sweden expected to conclude in the quarter ending June 30, 2019, subject to obtaining regulatory approvals are classified as assets held for sale amounting to ₹240 as at March 31, 2019.

These disposal groups do not constitute a major component of the Company and hence were not classified as discontinued operations.

### **Year ended March 31, 2020**

During the year ended March 31, 2020, the Company concluded the sale of assets pertaining to Workday business and Cornerstone OnDemand business in Portugal, France, and Sweden. A gain of ₹152 arising from such transaction has been recognized under other operating income.

During the year ended March 31, 2020, the Company has partially met the first year and second year business targets pertaining to sale of data center business concluded during the year ended March 31, 2019. Change in fair value of the callable units pertaining to achievement of the business targets amounting to ₹992 for the year ended March 31, 2020, has been recognized under other operating income.

### **27. Finance expenses**

	Year ended March 31,		
	2018	2019	2020
Interest expense	₹3,451	₹5,616	₹5,136
Exchange fluctuation on foreign currency borrowings, net	2,379	1,759	2,192
	<b>₹5,830</b>	<b>₹7,375</b>	<b>₹7,328</b>

### **28. Finance and other income and Foreign exchange gains/(losses), net**

	Year ended March 31,		
	2018	2019	2020
Interest income	₹17,806	₹20,261	₹21,764
Dividend income	609	361	367
Net gain from investments classified as FVTPL	5,410	1,990	1,275
Net gain from investments classified as FVTOCI	174	311	675
<b>Finance and other income</b>	<b>₹23,999</b>	<b>₹22,923</b>	<b>₹24,081</b>
Foreign exchange gains/(losses), net, on financial instruments measured at FVTPL	(107)	1,251	2,144
Other Foreign exchange gains/(losses), net	1,595	1,964	1,025
<b>Foreign exchange gains/(losses), net</b>	<b>₹ 1,488</b>	<b>₹ 3,215</b>	<b>₹ 3,169</b>
	<b>₹25,487</b>	<b>₹26,138</b>	<b>₹27,250</b>

### **29. Earnings per equity share**

A reconciliation of profit for the year and equity shares used in the computation of basic and diluted earnings per equity share is set out below:

**Basic:** Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period, excluding equity shares purchased by the Company and held as treasury shares.

	Year ended March 31,		
	2018	2019	2020
Profit attributable to equity holders of the Company	₹ 80,081	₹ 90,031	₹ 97,218
Weight average number of equity shares outstanding	6,333,391,200	6,007,376,837	5,833,384,018
<b>Basic earnings per share</b>	<b>₹ 12.64</b>	<b>₹ 14.99</b>	<b>₹ 16.67</b>

**Diluted:** Diluted earnings per share is calculated by adjusting the weighted average number of equity shares outstanding during the year for assumed conversion of all dilutive potential equity shares. Employee share options are dilutive potential equity shares for the Company.

The calculation is performed in respect of share options to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares during the year). The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

	Year ended March 31,		
	2018	2019	2020
Profit attributable to equity holders of the Company	₹ 80,081	₹ 90,031	₹ 97,218
Weight average number of equity shares outstanding	6,333,391,200	6,007,376,837	5,833,384,018
Effect of dilutive equivalent share options	11,091,433	14,927,530	14,439,221
Weight average number of equity shares for diluted earnings per share	6,344,482,633	6,022,304,367	5,847,823,239
<b>Diluted earnings per share</b>	<b>₹ 12.62</b>	<b>₹ 14.95</b>	<b>₹ 16.62</b>

Earnings per share and number of share outstanding for the year ended March 31, 2018, have been proportionately adjusted for the bonus issue in the ratio of 1:3 i.e.1 (One) bonus equity share of ₹2 each for every 3 (three) fully paid-up equity shares held (including ADS holders). Refer to Note 22.

### 30. Employee stock incentive plans

The stock compensation expense recognized for employee services received during the year ended March 31, 2018, 2019 and 2020, were ₹1,347, ₹1,938, and ₹1,262, respectively.

#### Wipro Equity Reward Trust (“WERT”)

In 1984, the Company established a controlled trust called the Wipro Equity Reward Trust (“WERT”). In the earlier years, WERT purchased shares of the Company out of funds borrowed from the Company. The Company’s Board Governance, Nomination and Compensation Committee recommends to WERT certain officers and key employees, to whom WERT issues shares from its holdings at nominal price subject to vesting conditions. WERT held 23,097,216, 27,353,853 and 22,746,081 treasury shares as at March 31, 2018, 2019 and 2020, respectively.

#### Wipro Employee Stock Option Plans and Restricted Stock Unit Option Plans

A summary of the general terms of grants under stock option plans and restricted stock unit option plans are as follows:

Name of Plan	Number of Options reserved under the plan	Range of Exercise Price
Wipro ADS Restricted Stock Unit Plan (WARSUP 2004 plan) *	59,797,979	US\$ 0.03
Wipro Employee Restricted Stock Unit Plan 2005 (WSRUP 2005 plan) *	59,797,979	₹ 2
Wipro Employee Restricted Stock Unit Plan 2007 (WSRUP 2007 plan) *	49,831,651	₹ 2
Wipro Equity Reward Trust Employee Stock Purchase Plan, 2013 **	39,546,197	₹ 2
Wipro Employee Stock Option plan 2000 (2000 plan) ***	747,474,747	₹ 171 - 490

Employees covered under Stock Option Plans and Restricted Stock Unit (“RSU”) Option Plans (collectively “**Stock Option Plans**”) are granted an option to purchase shares of the Company at the respective exercise prices, subject to requirements of vesting conditions. These options generally vest in tranches over a period of two to four years from the date of grant. Upon vesting, the employees can acquire one equity share for every option.

\* The maximum contractual term for these Stock Option Plans and RSU Option Plans is perpetual until the options are available for grant under the plan.

\*\* The maximum contractual term for these Stock Option Plans is up to May 29, 2023 until the options are available for grant under the plan.

\*\*\* The maximum contractual term for these Stock Option Plans is up to July 26, 2020 until the options are available for grant under the plan.

The activity in these stock option plans and restricted stock unit option plan is summarized below:

Particulars	Range of exercise price	2018		Year ended March 31, 2019		2020	
		Numbers	Weighted Average Exercise Price	Numbers	Weighted Average Exercise Price	Numbers	Weighted Average Exercise Price
Outstanding at the beginning of the year	₹ 480.20	20,181	₹ 480.20	—	₹ 480.20	—	₹ 480.20
	₹ 2	7,952,083	₹ 2	13,543,997	₹ 2	17,607,463	₹ 2
	US\$ 0.03	5,288,783	US\$ 0.03	10,199,054	US\$ 0.03	14,446,790	US\$ 0.03
Bonus on outstanding (Refer to Note 22)	₹ 480.20	—	₹ 480.20	—	₹ 480.20	—	₹ 480.20
	₹ 2	6,968,406	₹ 2	4,773,755	₹ 2	—	₹ 2
	US\$ 0.03	4,077,070	US\$ 0.03	3,957,434	US\$ 0.03	—	US\$ 0.03
Granted *	₹ 480.20	—	₹ 480.20	—	₹ 480.20	—	₹ 480.20
	₹ 2	4,612,400	₹ 2	4,607,000	₹ 2	5,662,500	₹ 2
	US\$ 0.03	3,897,000	US\$ 0.03	4,849,000	US\$ 0.03	5,341,000	US\$ 0.03
Exercised	₹ 480.20	(20,181)	₹ 480.20	—	₹ 480.20	—	₹ 480.20
	₹ 2	(5,325,217)	₹ 2	(2,739,097)	₹ 2	(4,610,572)	₹ 2
	US\$ 0.03	(2,565,976)	US\$ 0.03	(1,541,803)	US\$ 0.03	(2,496,125)	US\$ 0.03
Modification to Cash Settled RSU's **	₹ 480.20	—	—	—	—	—	480.20
	₹ 2	—	—	—	—	—	2.00
	US\$ 0.03	—	—	—	—	(5,681,966)	US\$ 0.03
Forfeited and expired	₹ 480.20	—	₹ 480.20	—	₹ 480.20	—	₹ 480.20
	₹ 2	(663,675)	₹ 2	(2,578,192)	₹ 2	(3,065,201)	₹ 2
	US\$ 0.03	(497,823)	US\$ 0.03	(3,016,895)	US\$ 0.03	(3,755,159)	US\$ 0.03
Outstanding at the end of the year	₹ 480.20	—	₹ 480.20	—	₹ 480.20	—	₹ 480.20
	₹ 2	13,543,997	₹ 2	17,607,463	₹ 2	15,594,190	₹ 2
	US\$ 0.03	10,199,054	US\$ 0.03	14,446,790	US\$ 0.03	7,854,540	US\$ 0.03
Exercisable at the end of the year	₹ 480.20	—	₹ 480.20	—	₹ 480.20	—	₹ 480.20
	₹ 2	1,875,994	₹ 2	1,300,781	₹ 2	1,502,957	₹ 2
	US\$ 0.03	789,962	US\$ 0.03	948,877	US\$ 0.03	1,212,560	US\$ 0.03

As at March 31, 2020, 4,721,388 units (net of units that were exercised or lapsed and forfeited) of Cash Settled RSU were outstanding which include 63,999 exercisable units. The carrying value of liability towards Cash Settled RSU's outstanding was ₹496 which includes ₹15 towards exercisable units as at March 31, 2020.

\* Includes 1,097,600, 1,567,000 and 2,461,500 Performance based stock options (RSU) during the year ended March 31, 2018, 2019 and 2020, respectively. 1,113,600, 1,673,000 and 2,524,600 Performance based stock options (ADS) during the year ended March 31, 2018, 2019 and 2020, respectively. Performance based stock options (RSU) were issued under Wipro Employee Restricted Stock Unit plan 2007 (WSRUP 2007 plan) and Performance based stock options (ADS) were issued under Wipro ADS Restricted Stock Unit Plan (WARSUP 2004 plan).

\*\* **Restricted Stock Units arrangement that were modified during the year ended March 31, 2020**

Pursuant to the Securities Exchange Board of India ("SEBI") circular dated October 10, 2019 prohibiting issuance of depository receipts by listed companies to Non-Resident Indians ("NRIs"), the Board Governance, Nomination and Compensation Committee in November, 2019 approved cash pay out to its NRI employees in lieu of shares and upon exercise of vested ADS RSU under the Company's WARSUP 2004 Plan, based on prevailing market price of ADS on the date of exercise. This change was accounted for as a modification and the fair value on the date of modification of ₹561 has been recognized as financial liability with a corresponding adjustment to equity.

The following table summarizes information about outstanding stock options and restricted stock unit option plan :

Range of exercise price	Year ended March 31,								
	2018			2019			2020		
	Numbers	Weighted Average Remaining life (months)	Weighted Average Exercise Price	Numbers	Weighted Average Remaining life (months)	Weighted Average Exercise Price	Numbers	Weighted Average Remaining life (months)	Weighted Average Exercise Price
₹ 2	13,543,997	27	₹ 2	17,607,463	24	₹ 2	15,594,190	23	₹ 2
US \$ 0.03	10,199,054	28	US\$ 0.03	14,446,790	26	US\$ 0.03	7,854,540	23	US\$ 0.03

The weighted-average grant-date fair value of options granted during the year ended March 31, 2018, 2019 and 2020 was ₹337.74, ₹349.81, and ₹260.65 for each option, respectively. The weighted average share price of options exercised during the year ended March 31, 2018, 2019 and 2020 was ₹303.44, ₹325.85, and ₹267.04 for each option, respectively.

### 31. Employee benefits

#### a) Employee costs includes

	Year ended March 31,		
	2018	2019	2020
Salaries and bonus	₹261,981	₹289,005	₹315,036
Employee benefits plans			
Gratuity and other defined benefit plans	1,532	1,459	1,845
Defined contribution plans	7,363	7,372	8,428
Share based compensation	1,347	1,938	1,262
	<u>₹272,223</u>	<u>₹299,774</u>	<u>₹326,571</u>

The employee benefit cost is recognized in the following line items in the consolidated statement of income:

	Year ended March 31,		
	2018	2019	2020
Cost of revenues	₹228,937	₹251,818	₹279,356
Selling and marketing expenses	28,070	30,972	30,763
General and administrative expenses	15,216	16,984	16,452
	<u>₹272,223</u>	<u>₹299,774</u>	<u>₹326,571</u>

Defined benefit plan actuarial (gains)/ losses recognized in other comprehensive income include:

	Year ended March 31,		
	2018	2019	2020
Re-measurement of net defined benefit liability/(asset)			
Return on plan assets excluding interest income - Loss/(Gain)	₹ (18)	₹ (49)	₹ 76
Actuarial loss/ (gain) arising from financial assumptions	(296)	73	749
Actuarial loss/ (gain) arising from demographic assumptions	(54)	(40)	227
Actuarial loss/ (gain) arising from experience adjustments	(454)	(266)	194
	<u>₹(822)</u>	<u>₹(282)</u>	<u>₹1,246</u>

#### b) Defined benefit plans

Defined benefit plans include gratuity for employees drawing salary in Indian rupees and certain benefits plans in foreign jurisdictions. Amount recognized in the consolidated statement of income in respect of defined benefit plans is as follows:

	Year ended March 31,		
	2018	2019	2020
Current service cost	₹1,525	₹1,434	₹1,782
Net interest on net defined benefit liability/(asset)	7	25	63
Net gratuity cost/(benefit)	1,532	1,459	1,845
Actual return on plan assets	₹ 501	₹ 607	₹ 513

Change in present value of defined benefit obligation is summarized below:

	As at March 31,	
	2019	2020
Defined benefit obligation at the beginning of the year	₹ 8,654	₹10,485
Acquisitions	1,094	229
Current service cost	1,434	1,782
Interest on obligation	583	652
Benefits paid	(1,047)	(1,123)
Remeasurement loss/(gains)		
Actuarial loss arising from financial assumptions	73	749
Actuarial loss/(gain) arising from demographic assumptions	(40)	227
Actuarial loss/(gain) arising from experience adjustments	(266)	194
Translation adjustment	—	270
Defined benefit obligation at the end of the year	<u>₹10,485</u>	<u>₹13,465</u>

Change in plan assets is summarized below:

	As at March 31,	
	2019	2020
Fair value of plan assets at the beginning of the year	₹ 8,507	₹ 9,443
Acquisitions	109	58
Expected return on plan assets	558	589
Employer contributions	254	383
Benefits paid	(34)	(95)
Remeasurement (loss)/gains		
Return on plan assets excluding interest income - (loss)/gain	49	(76)
Translation adjustment	—	233
Fair value of plan assets at the end of the year	<u>₹ 9,443</u>	<u>₹10,535</u>
Present value of unfunded obligation	<u>₹(1,042)</u>	<u>₹ (2,930)</u>
Recognized asset/(liability)	<u>₹(1,042)</u>	<u>₹ (2,930)</u>

As at March 31, 2019 and 2020, plan assets were primarily invested in insurer managed funds.

The Company has established an income tax approved irrevocable trust fund to which it regularly contributes to finance the liabilities of the gratuity plan. The fund's investments are managed by certain insurance companies as per the mandate provided to them by the trustees and the asset allocation is within the permissible limits prescribed in the insurance regulations.

The principal assumptions used for the purpose of actuarial valuation of these defined benefit plans are as follows:

	As at March 31,	
	2019	2020
Discount rate	6.05%	5.05%
Expected return on plan assets	6.05%	5.05%
Expected rate of salary increase	6.80%	6.60%
Duration of defined benefit obligations	8 years	9 years

The expected return on plan assets is based on expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.

The discount rate is primarily based on the prevailing market yields of government securities for the estimated term of the obligations. The estimates of future salary increase considered takes into account the inflation, seniority, promotion and other relevant factors. Attrition rate considered is the management's estimate, based on previous years' employee turnover of the Company.

**The expected future contribution and estimated future benefit payments from the fund are as follows:**

Expected contribution to the fund during the year ending March 31, 2021	<u>₹ 3,035</u>
Estimated benefit payments from the fund for the year ending March 31:	
2021	₹ 1,740
2022	1,343
2023	1,295
2024	1,261
2025	1,226
Thereafter	<u>13,819</u>



<b>Total</b>	<b><u>₹20,684</u></b>
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The expected benefits are based on the same assumptions used to measure the Company's benefit obligations as at March 31, 2020.

Sensitivity for significant actuarial assumptions is computed to show the movement in defined benefit obligation by 0.5 percentage.

As at March 31, 2020, every 0.5 percentage point increase/(decrease) in discount rate will result in (decrease)/increase of defined benefit obligation by approximately ₹(626) and ₹584 respectively (March 31, 2019: ₹(405) and ₹435 respectively).

As at March 31, 2020, every 0.5 percentage point increase/(decrease) in expected rate of salary will result in increase/(decrease) of defined benefit obligation by approximately ₹353 and ₹(329) respectively (March 31, 2019: ₹245 and ₹(229) respectively).

**c) Provident fund:**

The details of fund and plan assets are given below:

	As at March 31,	
	2019	2020
Fair value of plan assets	₹ 53,015	₹ 61,397
Present value of defined benefit obligation	(53,015)	(61,397)
<b>Net (shortfall)/ excess</b>	<b>₹ —</b>	<b>₹ —</b>

The plan assets have been primarily invested in government securities and corporate bonds.

The principal assumptions used in determining the present value obligation of interest guarantee under the deterministic approach are as follows:

	As at March 31,	
	2019	2020
Discount rate for the term of the obligation	7.00%	6.05%
Average remaining tenure of investment portfolio	8 years	7 years
Guaranteed rate of return	8.65%	8.50%

**32. Related party relationship and transactions**

List of subsidiaries and associates as at March 31, 2020, are provided in the table below:

<u>Subsidiaries</u>	<u>Subsidiaries</u>	<u>Subsidiaries</u>	<u>Country of Incorporation</u>
Wipro, LLC			USA
	Wipro Gallagher Solutions, LLC		USA
		Opus Capital Markets Consultants, LLC	USA
		Wipro Promax Analytics Solutions Americas, LLC	USA
	Wipro Insurance Solutions, LLC		USA
	Wipro IT Services, LLC		USA
		HealthPlan Services, Inc. **	USA
		Appirio, Inc. **	USA
		Cooper Software, Inc.	USA
		Infocrossing, LLC	USA
		Wipro US Foundation International	USA
		TechneGroup Incorporated **	USA
		Rational Interaction, Inc. **	USA
Wipro Overseas IT Services Pvt. Ltd			India
Wipro Japan KK			Japan
Wipro Shanghai Limited			China
Wipro Trademarks Holding Limited			India
Wipro Travel Services Limited			India
Wipro Holdings (UK) Limited			U.K.

Wipro IT Services SE (formerly Wipro Cyprus SE)	Designit A/S	Designit Denmark A/S	Denmark
		Designit Germany GmbH	Denmark
		Designit Oslo A/S	Germany
		Designit Sweden AB	Norway
		Designit T.L.V Ltd.	Sweden
		Designit Tokyo Ltd.	Israel
		Designit Spain Digital, S.L. **	Japan
	Wipro Europe Limited		Spain
		Wipro UK Limited	U.K.
	Wipro Financial Services UK Limited		U.K.
	Wipro IT Services S.R.L.		U.K.
			Romania
	Wipro Doha LLC #		U.K.
	Wipro Technologies SA DE CV		Qatar
	Wipro Philippines, Inc.		Mexico
	Wipro Holdings Hungary Korlátolt		Philippines
	Felelosségu Társaság		
		Wipro Holdings Investment	Hungary
		Korlátolt Felelosségu Társaság	Hungary
	Wipro Information Technology Egypt SAE		Egypt
			Saudi
	Wipro Arabia Co. Limited *		Arabia
		Women's Business Park	Saudi
		Technologies Limited *	Arabia
	Wipro Poland SP Z.O.O		Poland
	Wipro IT Services Poland SP Z.O.O		Poland
	Wipro Technologies Australia Pty Ltd		Australia
	Wipro Corporate Technologies Ghana		
	Limited		Ghana
	Wipro Technologies South Africa		South
	(Proprietary) Limited		Africa
		Wipro Technologies Nigeria	
		Limited	Nigeria
	Wipro IT Service Ukraine, LLC		Ukraine
	Wipro Information Technology Netherlands		
	BV.		Netherlands
		Wipro Portugal S.A. **	Portugal
		Wipro Technologies Limited	Russia
		Wipro Technology Chile SPA	Chile
		Wipro Solutions Canada	
		Limited	Canada
		Wipro Information Technology	
		Kazakhstan LLP	Kazakhstan
		Wipro Technologies W.T.	
		Sociedad Anonima	Costa Rica
		Wipro Outsourcing Services	
		(Ireland) Limited	Ireland
		Wipro Technologies VZ, C.A.	Venezuela
		Wipro Technologies Peru	
		S.A.C.	Peru
		Wipro do Brasil Servicos de	
		Tecnologia S.A.	Brazil
		Wipro do Brasil Tecnologia	
		Ltda **	Brazil
	Wipro Technologies SA		Argentina
	Wipro Technologies S.R.L.		Romania
	PT. WT Indonesia		Indonesia
	Wipro (Thailand) Co. Limited		Thailand
	Wipro Bahrain Limited Co. S.P.C.		Bahrain
			Sultanate of
	Wipro Gulf LLC		Oman
	Rainbow Software LLC		Iraq

Wipro Networks Pte Limited

Wipro Chengdu Limited  
Wipro IT Services Bangladesh Limited  
Wipro HR Services India Private Limited

Wipro (Dalian) Limited  
Wipro Technologies SDN BHD

Singapore  
China  
Malaysia  
China  
Bangladesh  
India

\* All the above direct subsidiaries are 100% held by the Company except that the Company holds 66.67% of the equity securities of Wipro Arabia Co. Limited and 55% of the equity securities of Women's Business Park Technologies Limited are held by Wipro Arabia Co. Limited.

# 51% of equity securities of Wipro Doha LLC are held by a local shareholder. However, the beneficial interest in these holdings is with the Company.

The Company controls 'The Wipro SA Broad Based Ownership Scheme Trust', 'Wipro SA Broad Based Ownership Scheme SPV (RF) (PTY) LTD incorporated in South Africa and Wipro Foundation in India

\*\* Step Subsidiary details of Wipro Portugal S.A, Wipro do Brasil Technologia Ltda, Designit Spain Digital, S.L, HealthPlan Services, Inc, Appirio, Inc, International TechneGroup Incorporated and Rational Interaction, Inc. are as follows:

<u>Subsidiaries</u>	<u>Subsidiaries</u>	<u>Subsidiaries</u>	<u>Country of Incorporation</u>
Wipro Portugal S.A.			Portugal
	Wipro Technologies GmbH		Germany
		Cellent GmbH	Germany
		Cellent GmbH	Austria
Wipro do Brasil Technologia Ltda			Brazil
	Wipro Do Brasil Sistemetas De Informatica Ltd		Brazil
Designit Spain Digital, S.L.			Spain
	Designit Colombia S A S		Colombia
	Designit Peru SAC		Peru
HealthPlan Services, Inc.			USA
	HealthPlan Services Insurance Agency, LLC		USA
International TechneGroup Incorporated			USA
	International TechneGroup Ltd.		U.K.
	ITI Proficiency Ltd		Israel
	International TechneGroup S.R.L.		Italy
Appirio, Inc.		Mech Works S.R.L.	Italy
	Appirio, K.K		USA
	Topcoder, LLC.		Japan
	Appirio Ltd		USA
		Appirio Ltd (UK)	Ireland
Rational Interaction, Inc.			U.K.
			USA
	Rational Consulting Australia Pty Ltd		Australia
	Rational Interaction Limited		Ireland

As at March 31, 2020 the Company held 43.7% interest in Drivestream Inc, 33% interest in Denim Group Limited and 33.3% in Denim Group Management, LLC, accounted for using the equity method.

The list of controlled trusts are:

<u>Name of the entity</u>	<u>Country of incorporation</u>
Wipro Equity Reward Trust	India
Wipro Foundation	India

The other related parties are:

<u>Name of the related parties:</u>	<u>Nature</u>
Azim Premji Foundation	Entity controlled by Director
Azim Premji Foundation for Development	Entity controlled by Director
Hasham Traders	Entity controlled by Director
Prazim Traders	Entity controlled by Director
Zash Traders	Entity controlled by Director
Hasham Investment and Trading Co. Pvt. Ltd	Entity controlled by Director
Azim Premji Philanthropic Initiatives Pvt. Ltd	Entity controlled by Director
Azim Premji Trust	Entity controlled by Director
Wipro Enterprises (P) Limited	Entity controlled by Director
Wipro GE Healthcare Private Limited	Entity controlled by Director
<b><u>Key management personnel</u></b>	
Rishad A Premji	Chairman (i)
Abidali Z Neemuchwala	Chief Executive Officer and Managing Director (ii)
Azim H Premji	Non-Executive Non-Independent Director (iii)
N Vaghul	Non-Executive Director (iv)
Dr. Ashok S. Ganguly	Non-Executive Director (iv)
William Arthur Owens	Non-Executive Director
M.K. Sharma	Non-Executive Director
Ireena Vittal	Non-Executive Director
Dr. Patrick J. Ennis	Non-Executive Director
Patrick Dupuis	Non-Executive Director
Arundhati Bhattacharya	Non-Executive Director (v)
Jatin Pravinchandra Dalal	Chief Financial Officer

- (i) Effective July 31, 2019, Mr. Rishad A Premji was appointed as Whole-Time director (designated as Chairman by the Board of Directors of the Company).
- (ii) Effective July 31, 2019, Mr. Abidali Z Neemuchwala was designated and appointed as Managing Director in addition to his existing position as Chief Executive Officer. On January 31, 2020, the Company announced that Mr. Abidali Z Neemuchwala has decided to step down from the position of Chief Executive Officer and Managing Director due to family commitments and he will continue to hold the office of Chief Executive Officer and Managing Director until a successor is appointed, for a smooth transition and to ensure that business continues as usual. The Board of Directors has, at their meeting held on May 29, 2020, noted the resignation of Mr. Abidali Z. Neemuchwala as the Chief Executive Officer and Managing Director with effect from the end of the day on June 1, 2020.
- (iii) On July 30, 2019, Mr. Azim H Premji retired as Executive Chairman and Managing Director and was appointed as Non-Executive Non-Independent Director with effect from July 31, 2019.
- (iv) Mr. N Vaghul and Dr. Ashok S. Ganguly retired as Non-Executive Director with effect from July 31, 2019.
- (v) Ms. Arundhati Bhattacharya was appointed as Non-Executive Director with effect from January 1, 2019. The Board of Directors has, at their meeting held on May 29, 2020, noted the resignation of Ms. Arundhati Bhattacharya as an Independent Director with effect from close of business hours on June 30, 2020.

**Relatives of key management personnel:**

- Yasmeen A Premji
- Tariq A Premji

The Company has the following related party transactions:

Transaction / balances	Entities controlled by Directors			Key Management Personnel		
	2018	2019	2020	2018	2019	2020
Sales of goods and services	136	102	43	—	—	—
Assets purchased	290	240	741	—	—	—
Dividend	3,171	3,171	3,987	191	191	243
Buyback of shares	63,745	—	69,392	^	—	4,076
Rental income	42	43	45	—	—	—
Rent Paid	7	8	2	6	5	9
Others	31	63	119	—	—	—
<b>Key management personnel *</b>						
Remuneration and short-term benefits	—	—	—	248	341	354
Other benefits	—	—	—	130	173	178
<b>Balance as at the year end</b>						

Receivables	39	132	94	—	—	—
Payables	57	8	23	55	155	166

^ Value is less than ₹1

\* Post-employment benefits comprising compensated absences is not disclosed as these are determined for the Company as a whole. Benefits includes the prorated value of RSU granted to the personnel, which vest over a period of time. Other benefits include share-based compensation ₹124, ₹166, and ₹170, as at March 31, 2018, 2019 and 2020, respectively.

### 33. Commitments and contingencies

Until March 31, 2019, prior to adoption of IFRS 16, the Company had taken office, vehicles and IT equipment under cancellable and non-cancellable operating lease agreements that were renewable on a periodic basis at the option of both the lessor and the lessee. The operating lease agreements extended up to a maximum of fifteen years from their respective dates of inception and some of these lease agreements had price escalation clause. Rental payments under operating leases were ₹6,236 and ₹6,490 for the year ended March 31, 2018, and March 31, 2019, respectively.

	As at March 31, 2019
Not later than one year	₹ 7,006
Later than one year but not later five years	11,106
Later than five years	1,629
	<u>₹ 19,741</u>

**Capital commitments:** As at March 31, 2019 and 2020, the Company had committed to spend approximately ₹12,443 and ₹14,011 respectively, under agreements to purchase/ construct property and equipment. These amounts are net of capital advances paid in respect of these purchases.

**Guarantees:** As at March 31, 2019 and 2020, performance and financial guarantees provided by banks on behalf of the Company to the Indian Government, customers and certain other agencies amount to approximately ₹18,456 and ₹18,655 respectively, as part of the bank line of credit.

**Contingencies and lawsuits:** The Company is subject to legal proceedings and claims (including tax assessment orders/ penalty notices) which have arisen in the ordinary course of its business. Some of the claims involve complex issues and it is not possible to make a reasonable estimate of the expected financial effect, if any, that will result from ultimate resolution of such proceedings. However, the resolution of these legal proceedings is not likely to have a material and adverse effect on the results of operations or the financial position of the Company. The significant of such matters are discussed below.

In March 2004, the Company received a tax demand for the year ended March 31, 2001 arising primarily on account of denial of deduction under section 10A of the Income Tax Act, 1961 in respect of profit earned by the Company's undertaking in Software Technology Park at Bengaluru. The same issue was repeated in the successive assessments for the years ended March 31, 2002 to March 31, 2011 and the aggregate demand is ₹47,583 (including interest of ₹13,832). The appeals filed against the said demand before the Appellate authorities have been allowed in favor of the Company by the second appellate authority for the years up to March 31, 2008. Further appeals have been filed by the Income tax authorities before the Hon'ble High Court. The Hon'ble High Court has heard and disposed-off majority of the issues in favor of the Company up to years ended March 31, 2004. Department has filed a Special Leave Petition before the Supreme Court of India for the years ended March 31, 2001 to March 31, 2004.

On similar issues for years up to March 31, 2000, the Hon'ble High Court of Karnataka has upheld the claim of the Company under section 10A of the Income Tax Act, 1961. For the year ended March 31, 2009, the appeals are pending before Income Tax Appellate Tribunal ("ITAT"). For years ended March 31, 2010 and March 31, 2011, the Dispute Resolution Panel allowed the claim of the Company under section 10A of the Income Tax Act, 1961. The Income tax authorities have filed an appeal before the Hon'ble ITAT.

For the year ended March 31, 2013, the Company received the final assessment order in November 2017 with a demand of ₹3,286 (including interest of ₹1,166), arising primarily on account of section 10AA issues with respect to exclusion from Export Turnover. The Company has filed an appeal before Hon'ble ITAT, Bengaluru within the prescribed timelines.

For the year ended March 31, 2014, the Company received the final assessment order in September 2018 with a demand of ₹1,030 (including nil interest), arising primarily on account of transfer pricing issues. The Company has filed an appeal before the Hon'ble ITAT, Bengaluru within the prescribed timelines.

For the year ended March 31, 2015, the Company received the final assessment order in October 2019 with an estimated demand of ₹1,347 (including nil interest), arising primarily on account of capitalization of wages. The Company has filed an appeal before the Hon'ble ITAT, Bengaluru within the prescribed timelines.

For the year ended March 31, 2016, the Company received the draft assessment order in December 2019 with an estimated demand of ₹704 (including nil interest), arising primarily on account of capitalization of wages. The Company has filed the objections before the Dispute Resolution Panel (Bengaluru) within the prescribed timelines.

For the year ended March 31, 2007 to year ended March 31, 2012, the Company has received a tax demand of ₹227 (including ₹102 interest) for non-deduction of tax at source on some payments. The Company has already deposited the demand under protest. The Company received order issued by ITAT, Bengaluru rejecting the Company's appeal. The Company has filed an appeal against the order with the Hon'ble High Court of Karnataka within the prescribed timelines. The Company has received a favorable order on this issue from the Hon'ble High Court of Karnataka for the earlier years.

Income tax demands against the Company amounting to ₹66,441 and ₹77,873 are not acknowledged as debt as at March 31, 2019 and March 31, 2020, respectively. These matters are pending before various Appellate Authorities and the management expects its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position and results of operations.

The contingent liability in respect of disputed demands for excise duty, custom duty, sales tax and other matters amounts to ₹8,477 and ₹8,033 as of March 31, 2019 and March 31, 2020, respectively. However, the resolution of these disputed demands is not likely to have a material and adverse effect on the results of operations or the financial position of the Company.

The Hon'ble Supreme Court of India, through a ruling in February 2019, provided interpretation on the components of Salary on which the Company and its employees are to contribute towards Provident Fund under the Employee's Provident Fund Act. Based on the current evaluation, the Company believes it is not probable that certain components of Salary paid by the Company will be subject to contribution towards Provident Fund due to the Supreme Court order. The Company will continue to monitor and evaluate its position based on future events and developments.

#### 34. Segment information

The Company is organized by the following operating segments: IT Services, IT Products, and India State Run Enterprise services segment ("ISRE").

**IT Services:** The IT Services segment primarily consists of IT Service offerings to customers organized by industry verticals. Effective April 1, 2018, consequent to change in organization structure, the Company reorganized its industry verticals. The Manufacturing ("MFG") and Technology ("TECH") business units are split from the former Manufacturing & Technology ("MNT") business unit.

The revised industry verticals are as follows: Banking, Financial Services and Insurance ("BFSI"), Health Business unit ("Health BU") previously known as Health Care and Life Sciences Business unit ("HLS"), Consumer Business unit ("CBU"), Energy, Natural Resources & Utilities ("ENU"), MFG, TECH and Communications ("COMM"). Key service offerings to customers include software application development and maintenance, research and development services for hardware and software design, business application services, analytics, consulting, infrastructure outsourcing services and business process services.

Comparative information has been restated to give effect to the above changes.

**IT Products:** The Company is a value-added reseller of desktops, servers, notebooks, storage products, networking solutions and packaged software for leading international brands. In certain total outsourcing contracts of the IT Services segment, the Company delivers hardware, software products and other related deliverables. Revenue relating to the above items is reported as revenue from the sale of IT Products.

**ISRE:** During the year ended March 31, 2019, the Company has organized ISRE as a separate segment, which was part of IT Services segment. This segment consists of IT Services offerings to entities or departments owned or controlled by Government of India and/ or any State Governments.

Comparative information has been restated to give effect to this change.

The Chairman of the Company has been identified as the Chief Operating Decision Maker ("CODM") as defined by IFRS 8, "Operating Segments." The Chairman of the Company evaluates the segments based on their revenue growth and operating income.

Assets and liabilities used in the Company's business are not identified to any of the operating segments, as these are used interchangeably between segments. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.



Information on reportable segment for the year ended March 31, 2018 is as follows:

	IT Services							IT Products	ISRE	Reconciling Items	Total
	BFSI	Health BU	CBU	ENU	TECH	MFG	COMM				
Revenue	144,139	74,136	77,914	67,841	73,947	46,081	33,658	517,716	17,998	10,694	546,359
Segment Result	24,549	9,624	12,619	8,097	14,680	7,007	3,236	79,812	362	454	80,947
Unallocated								3,347	—	—	3,347
<b>Segment Result Total</b>								<b>83,159</b>	<b>362</b>	<b>454</b>	<b>84,294</b>
Finance expense											(5,830)
Finance and other income											23,999
Share of profit/ (loss) of associates accounted for using the equity method											11
<b>Profit before tax</b>											<b>102,474</b>
Income tax expense											(22,390)
<b>Profit for the year</b>											<b>80,084</b>
Depreciation, amortization and impairment											21,124

Information on reportable segment for the year ended March 31, 2019 is as follows:

	IT Services							IT Products	ISRE	Reconciling Items	Total
	BFSI	Health BU	CBU	ENU	TECH	MFG	COMM				
Revenue	175,262	75,081	89,313	72,830	76,591	46,496	32,680	568,253	12,312	8,544	589,060
Other operating income	—	—	—	—	—	—	—	4,344	—	—	4,344
Segment Result	33,831	8,638	16,828	7,081	15,916	8,327	4,396	95,017	(1,047)	(1,829)	92,424
Unallocated								3,142	—	—	3,142
<b>Segment Result Total</b>								<b>102,503</b>	<b>(1,047)</b>	<b>(1,829)</b>	<b>99,910</b>
Finance expense											(7,375)
Finance and other income											22,923
Share of profit/ (loss) of associates accounted for using the equity method											(43)
<b>Profit before tax</b>											<b>115,415</b>
Income tax expense											(25,242)
<b>Profit for the year</b>											<b>90,173</b>
Depreciation, amortization and impairment											19,474

Information on reportable segment for the year ended March 31, 2020 is as follows:

	IT Services							IT	Reconciling			
	BFSI	Health BU	CBU	ENU	TECH	MFG	COMM	Total	Products	ISRE	Items	Total
Revenue	184,457	78,240	97,008	76,443	75,895	48,158	33,840	594,041	11,010	8,400	(50)	613,401
Other operating income	—	—	—	—	—	—	—	1,144	—	—	—	1,144
Segment Result	34,132	12,027	16,729	12,176	14,312	9,252	5,336	103,964	(282)	(1,822)	149	102,009
Unallocated								2,577	—	—	—	2,577
<b>Segment Result Total</b>								<b>107,685</b>	<b>(282)</b>	<b>(1,822)</b>	<b>149</b>	<b>105,730</b>
Finance expense												(7,328)
Finance and other income												24,081
Share of profit/ (loss) of associates accounted for using the equity method												29
<b>Profit before tax</b>												<b>122,512</b>
Income tax expense												(24,799)
<b>Profit for the year</b>												<b>97,713</b>
Depreciation, amortization and impairment												20,862

The Company has four geographic segments: India, Americas, Europe, and Rest of the world. Revenues from the geographic segments based on domicile of the customer are as follows:

	Year ended March 31,		
	2018	2019	2020
India	₹ 43,099	₹ 30,999	₹ 30,158
Americas *	283,515	325,432	352,319
Europe	138,597	147,074	144,876
Rest of the world	81,148	85,555	86,048
	<b>₹546,359</b>	<b>₹589,060</b>	<b>₹613,401</b>

\* Substantially related to operations in the United States of America.

No customer individually accounted for more than 10% of the revenues during the year ended March 31, 2018, 2019 and 2020.

Management believes that it is currently not practicable to provide disclosure of geographical location wise assets, since the meaningful segregation of the available information is onerous.

#### Notes:

- a) “Reconciling items” includes elimination of inter-segment transactions and other corporate activities.
- b) Revenue from sale of traded cloud-based licenses is reported as part of IT Services revenues.
- c) Revenue from sale of company owned intellectual properties is reported as part of IT Services revenues
- d) For the purpose of segment reporting, the Company has included the impact of “foreign exchange gains / (losses), net” in revenues (which is reported as a part of operating profit in the consolidated statement of income).
- e) For evaluating performance of the individual operating segments, stock compensation expense is allocated on the basis of straight-line amortization. The differential impact of accelerated amortization of stock compensation expense over stock compensation expense allocated to the individual operating segments is reported in reconciling items.
- f) The Company generally offers multi-year payment terms in certain total outsourcing contracts. These payment terms primarily relate to IT hardware, software and certain transformation services in outsourcing contracts. The finance income on deferred consideration earned under these contracts is included in the revenue of the respective segment and is eliminated under reconciling items.
- g) Segment results for ENU and COMM industry vertical for the year ended March 31, 2018, are after considering the impact of provision by ₹3,175 and ₹1,437, respectively, for impairment of receivables and deferred contract cost. Refer to Note 25.
- h) Other operating income of ₹Nil, ₹4,344 and ₹1,144 is included as part of IT Services segment result for the year ended March 31, 2018, 2019 and 2020, respectively. Refer to Note 26.
- i) Segment results for ENU industry vertical for the year ended March 31, 2019, are after considering the impact of ₹5,141 (\$ 75 million) paid to National Grid on settlement of a legal claim against the Company. Refer to Note 25
- j) Segment results for Health BU industry vertical for the year ended March 31, 2018 and 2019, are after considering the impact of impairment charges on certain software platform and intangible assets recognized on acquisitions. Refer to Note 25.
- k) Segment results of IT Services segment are after recognition of share-based compensation expense ₹1,402, ₹1,841, and ₹1,229 for the year ended March 31, 2018, 2019 and 2020, respectively. The share-based compensation expense pertaining to other segments is not material.

### 35. Bank balance

Details of balance with banks as at March 31, 2020 are as follows:

	In Current Account	In Deposit Account	Total
HDFC Bank	₹ 599	₹ 35,670	₹ 36,269
ICICI Bank	—	34,883	34,883
Citi Bank	18,902	7,247	26,149
Axis Bank	1	22,988	22,989
HSBC	6,729	4,672	11,401
Saudi British Bank	955	3,311	4,266
Wells Fargo Bank	2,627	—	2,627
Kotak Mahindra Bank	2	1,200	1,202
BNP Paribas	1,034	—	1,034
ANZ Bank	426	302	728
Deutsche Bank	496	—	496
Standard Chartered Bank	341	—	341
UniCredit Bank Austria	334	—	334
United Amara Bank	259	—	259
JP Morgan Chase	107	139	246
MUFG Bank	132	—	132
Rabo Bank	129	—	129
Silicon Valley Bank	109	—	109
Intesa San Paolo	108	—	108
Others	797	—	797
<b>Total</b>	<b>₹ 34,087</b>	<b>₹ 110,412</b>	<b>₹144,499</b>

36. During the year ended March 31, 2019, as part of a customer contract with Alight LLC, Wipro has acquired Alight HR Services India Private Limited (currently known as Wipro HR Services India Private Limited) for a consideration of ₹8,275 (\$ 117 million). Considering the terms and conditions of the agreement, the Company has concluded that this transaction does not meet the definition of Business under IFRS 3. The transaction was consummated on September 1, 2018. Net assets taken over was ₹4,128. The excess of consideration paid, and net assets taken over is accounted as 'costs to obtain contract', which will be amortized over the tenure of the contract as reduction in revenues.

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The accompanying notes form an integral part of these consolidated financial statements

**Item 19. Exhibits**

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
1.1	<a href="#">Certificate of Incorporation of Wipro Limited, as amended</a>	F-1	333-46278	3.3	9/21/2000	
1.2	<a href="#">Memorandum of Association of Wipro Limited, as amended</a>	6-K	001-16139	99.2	2/28/2019	
1.3	<a href="#">Articles of Association of Wipro Limited, as amended</a>	6-K	001-16139	99.3	7/18/2019	
2.1	<a href="#">Form of Deposit Agreement (including as an exhibit, the form of American Depositary Receipt)</a>	F-6	333-218348	(a)(4)	5/30/2017	
2.2	<a href="#">Wipro's specimen certificate for equity shares</a>	F-1	333-46278	4.2	9/21/2000	
2.3	<a href="#">Description of Securities</a>					X
4.1	<a href="#">1999 Employee Stock Option Plan (1999 Plan)</a>	F-1	333-46278	10.1	9/21/2000	
4.2	<a href="#">2000 Employee Stock Option Plan (2000 Plan)</a>	F-1	333-46278	10.2	9/21/2000	
4.3	<a href="#">Wipro Equity Reward Trust</a>	F-1	333-46278	10.3	9/21/2000	
4.4	<a href="#">2000 ADS Option Plan (2000 ADS Plan)</a>	20-F	001-16139	10.4	5/17/2004	
4.5	<a href="#">Amended and Restated Wipro Employee ADS Restricted Stock Unit Plan 2004 (WARSUP 2004 Plan)</a>	20-F	001-16139	4.5	5/26/2016	
4.6	<a href="#">Amended and Restated Wipro Employee Restricted Stock Unit Plan 2005 (WRSUP 2005 Plan)</a>	20-F	001-16139	4.10	5/26/2016	
4.7	<a href="#">Amended and Restated Wipro Employee Restricted Stock Unit Plan 2007 (WRSUP 2007 Plan)</a>	20-F	001-16139	4.11	5/26/2016	
4.8	<a href="#">Amendment No. 1 to 1999 Plan, 2000 Plan, 2000 ADS Plan, WRSUP 2004 Plan, WARSUP 2004 Plan and WRSUP 2005 Plan</a>	20-F	001-16139	99.5	5/30/2008	
4.9	<a href="#">Amendment No. 2 to 1999 plan, 2000 Plan, WRSUP 2004 Plan and WRSUP 2005 Plan</a>	20-F	001-16139	99.6	5/30/2008	
4.10	<a href="#">Amendment No. 3 to 2000 Plan</a>	20-F	001-16139	99.7	5/30/2008	
4.11	<a href="#">Form of Indemnification Agreement, as amended</a>	20-F	001-16139	10.5	5/17/2004	
4.12	<a href="#">Form of Agreement for Appointment/Re-appointment of Executive Directors</a>	20-F	001-16139	4.8	6/13/2005	

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
4.13	<a href="#">Sample Letter of appointment to Non Executive Directors</a>	20-F	001-16139	4.9	6/13/2005	
8.1	<a href="#">List of Subsidiaries (incorporated by reference to Item 18 of this Annual Report on Form 20-F).</a>					X
12.1	<a href="#">Certification of Principal Executive Officer under Section 302 of the Sarbanes Oxley Act of 2002</a>					X
12.2	<a href="#">Certification of Principal Financial Officer under Section 302 of the Sarbanes Oxley Act of 2002</a>					X
13.1	<a href="#">Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, As adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002</a>					X
15.1	<a href="#">Consent of Independent Registered Public Accounting Firm</a>					X
15.2	<a href="#">Wipro's Ombuds process</a>	20-F	001-16139	99.4	6/9/2003	
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

## SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

For Wipro Limited

Date: May 29, 2020

/s/ Rishad A Premji  
Rishad A Premji,  
Chairman

/s/ Jatin Pravinchandra Dalal  
Jatin Pravinchandra Dalal,  
Chief Financial Officer

## Description of Securities Registered under Section 12(b) of the Exchange Act

As of March 31, 2020, Wipro Limited (the “**Company**”, “**we**”, “**us**” or “**our**”) has one class of securities, American Depositary Shares (“**ADSs**”), registered under Section 12(b) of the U.S. Securities Exchange Act of 1934, as amended. Our ADSs are listed on the New York Stock Exchange (trading symbol “WIT”). Each ADS represents one equity share of par value ₹ 2 per share. This exhibit contains a description of the terms of our ADSs.

### General

Our authorized share capital as of March 31, 2020 is ₹ 25,274 million divided into 12,504,500,000 equity shares of ₹ 2 each, 25,000,000 preference shares of ₹ 10 each and 150,000 10% optionally convertible cumulative preference shares of ₹ 100 each.

As of March 31, 2020, 5,713,357,390 equity Shares, of par value ₹ 2 per share were issued, outstanding and fully paid.

For details relating to our equity shares, including voting rights, dividends, bonus shares, buy-back of shares, preemptive rights, liquidation rights, our preference shares, meetings of shareholders, audit and annual report, please refer to Item 10 of our annual report filed on Form 20-F.

The description of our capital stock is subject to and qualified in its entirety by our Articles of Association and Memorandum of Association, which are incorporated by reference as exhibits to our Annual Report on Form 20-F, and by the provisions of the Companies Act, 2013, which govern our affairs, and other applicable provisions of Indian law.

For purposes of this exhibit, “shareholder” means a shareholder who is registered as a member in the register of members of our company.

## DESCRIPTION OF AMERICAN DEPOSITARY SHARES

### The Depositary

#### Who is the depositary?

JPMorgan Chase Bank, N.A. is a commercial bank offering a wide range of banking and trust services to its customers throughout the United States and around the world. The depositary’s office is located at 383 Madison Avenue, Floor 11, New York, NY 10179.

### American Depositary Receipts

JPMorgan Chase Bank, N.A., as depositary, will issue the ADSs which you will be entitled to receive. Each ADS will represent an ownership interest in one equity share which we will deposit with the custodian, as agent of the depositary, under the deposit agreement among ourselves, the depositary and yourself as an ADR holder. In the future, each ADS will also represent any securities, cash or other property deposited with the depositary but not distributed by it directly to you. Your ADSs will be evidenced by what are known as American Depositary Receipts or ADRs.

You may hold ADSs either directly or indirectly through your broker or other financial institution. If you hold ADSs directly, by having an ADS registered in your name on the books of the depositary, you are an ADR holder. This description assumes you hold your ADSs directly. If you hold the ADSs through your broker or financial institution nominee, you must rely on the procedures of such broker or financial institution to assert the rights of an ADR holder described in this section. You should consult with your broker or financial institution to find out what those procedures are.

Because the depositary’s nominee will actually be the registered owner of the shares, you must rely on it to exercise the rights of a shareholder on your behalf. The obligations of the depositary and its agents are set out in the deposit agreement. The deposit agreement and the ADSs are governed by New York law.

The following is a summary of the material terms of the deposit agreement. Because it is a summary, it does not contain all the information that may be important to you. For more complete information, you should read the entire deposit agreement and the form of ADR which contains the terms of your ADSs. You can read a copy of the deposit agreement which is filed as an exhibit to the Company’s Registration Statement, filed with the SEC on September 21, 2000, and as amended by the amendments each filed as an exhibit to Form F-6



filed with the SEC on November 22, 2011, April 15, 2013 and May 30, 2017, respectively. You may also obtain a copy of the deposit agreement at the SEC's Public Reference Room which is located at 450 Fifth Street, N.W., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-732-0330.

## **Share Dividends and Other Distributions**

### **How will I receive dividends and other distributions on the shares underlying my ADSs?**

We may make various types of distributions with respect to our securities. The depositary has agreed to pay to you the cash dividends or other distributions it or the custodian receives on shares or other deposited securities, after deducting its expenses. You will receive these distributions in proportion to the number of underlying shares your ADSs represent.

Except as stated below, to the extent the depositary is legally permitted it will deliver such distributions to ADR holders in proportion to their interests in the following manner:

- *Cash.* The depositary shall convert cash distributions from foreign currency to U.S. dollars if this is permissible and can be done on a reasonable basis. The depositary will endeavor to distribute such cash in a practicable manner, and may deduct any taxes required to be withheld, any expenses of converting foreign currency and transferring funds to the United States, and certain other expenses and adjustments. In addition, before making a distribution the depositary will deduct any taxes withheld. If exchange rates fluctuate during a time when the depositary cannot convert a foreign currency, you may lose some or all of the value of the distribution.
- *Shares.* In the case of a distribution in shares, the depositary will issue additional ADRs to evidence the number of ADSs representing such shares. Only whole ADSs will be issued. Any shares which would result in fractional ADSs will be sold and the net proceeds will be distributed to the ADR holders entitled thereto.
- *Rights to receive additional shares.* In the case of a distribution of rights to subscribe for additional shares or other rights, if we provide satisfactory evidence that the depositary may lawfully distribute such rights, the depositary may arrange for ADR holders to instruct the depositary as to the exercise of such rights. However, if we do not furnish such evidence or if the depositary determines it is not practical to distribute such rights, the depositary may:
  - sell such rights if practicable and distribute the net proceeds as cash; or
  - allow such rights to lapse, in which case ADR holders will receive nothing.

### **We have no obligation to file a registration statement under the Securities Act in order to make any rights available to ADR holders.**

- *Other Distributions.* In the case of a distribution of securities or property other than those described above, the depositary may either:
  - distribute such securities or property in any manner it deems fair and equitable;
  - sell such securities or property and distribute any net proceeds in the same way it distributes cash; or,
  - hold the distributed property in which case the ADSs will also represent the distributed property.

Any U.S. dollars will be distributed by checks drawn on a bank in the United States for whole dollars and cents; fractional cents will be withheld without liability for interest and added to future cash distributions.

The depositary may choose any practical method of distribution for any specific ADR holder, including the distribution of foreign currency, securities or property, or it may retain such items, without paying interest on or investing them, on behalf of the ADR holder as deposited securities.

The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADR holders.

There can be no assurances that the depositary will be able to convert any currency at a specified exchange rate or sell any property, rights, shares or other securities at a specified price, nor that any of such transactions can be completed within a specified time period.

## **Deposit, Withdrawal and Cancellation**

### **How does the depositary issue ADSs?**

The depositary will issue ADSs upon the deposit of shares or evidence of rights to receive shares with the custodian. Except for shares deposited by us, no shares may be deposited by persons located in India, residents of India or for, or on the account of, such persons.

Shares deposited in the future with the custodian must be accompanied by certain documents, including instruments showing that such shares have been properly transferred or endorsed to the person on whose behalf the deposit is being made. Unless otherwise agreed by the depositary and ourselves and permitted by applicable law, only the following may be deposited with the depositary or custodian:

- shares issued as a dividend or free distribution in respect of deposited securities;
- shares subscribed for or acquired by holders from us through the exercise of rights distributed by us to such persons in respect of shares; and
- securities issued by us as a result of any change in par value, subdivision, consolidation and other reclassification of deposited securities or otherwise.

The custodian will hold all deposited shares, including those being deposited by or on our behalf in connection with the offering to which this prospectus relates, for the account of the depositary. ADR holders thus have no direct ownership interest in the shares and only have such rights as are contained in the deposit agreement. The custodian will also hold any additional securities, property and cash received on or in substitution for the deposited shares. The deposited shares and any such additional items are referred to as “deposited securities”.

Upon each deposit of shares, receipt of related delivery documentation and compliance with the other provisions of the deposit agreement, including the payment of the fees and charges of the depositary and any taxes or other fees or charges owing, the depositary will issue an ADR or ADRs in the name of the person entitled thereto evidencing the number of ADSs to which such person is entitled. Certificated ADRs will be delivered at the depositary’s principal New York office or any other location that it may designate as its transfer office.

### **How do ADR holders cancel an ADS and obtain deposited securities?**

When you turn in your ADS at the depositary’s office, the depositary will, upon payment of certain applicable fees, charges and taxes, and upon receipt of proper instructions, deliver the underlying shares at the custodian’s office. At your risk, expense and request, the depositary may deliver at such other place as you may request.

The depositary may only restrict the withdrawal of deposited securities in connection with:

- temporary delays caused by closing our transfer books or those of the depositary, or the deposit of shares in connection with voting at a shareholders’ meeting, or the payment of dividends;
- the payment of fees, taxes and similar charges; or
- compliance with any U.S. or foreign laws or governmental regulations relating to the ADRs.

This right of withdrawal may not be limited by any other provision of the deposit agreement. Unless applicable law changes, once withdrawn, shares may not be redeposited under the deposit agreement.

If you withdraw the shares evidenced by your ADSs, a stamp duty of currently 0.5 per cent of the market value of the shares will be charged to you in respect of such withdrawn shares; provided, however, you will not be required to pay such stamp duty for transfer of shares held in dematerialized form. Any subsequent transfer of shares by you after withdrawal will require the approval of the Reserve Bank of India, which approval must be obtained by your purchaser and us under the Foreign Exchange Management Act, 1999 unless the transfer is on a stock exchange or in connection with an offer under the Indian takeover regulations.

## **Voting Rights**

### **How do I vote?**

If you are an ADR holder and the depositary asks you to provide it with voting instructions, you may instruct the depositary how to exercise the voting rights for the shares which underlie your ADSs. After receiving voting materials from us, the depositary will notify the ADR holders of any shareholder meeting or solicitation of consents or proxies. This notice will describe how you may instruct the depositary to exercise the voting rights for the shares which underlie your ADSs. For instructions to be valid, the depositary must receive them on or before the date specified. The depositary will try, as far as is practical, subject to the provisions of and governing the underlying shares or other deposited securities, to vote or to have its agents vote the shares or other deposited securities as you instruct. The depositary will only vote or attempt to vote as you instruct. The depositary will not itself exercise any voting discretion. Neither the depositary nor its agents are responsible for any failure to carry out any voting instructions, for the manner in which any vote is cast or for the effect of any vote.

There is no guarantee that you will receive voting materials in time to instruct the depositary to vote and it is possible that you, or persons who hold their ADSs through brokers, dealers or other third parties, will not have the opportunity to exercise a right to vote.

## **Record Dates**

The depositary will fix record dates for the determination of the ADR holders who will be entitled:

- to receive a dividend, distribution or rights; or
- to give instructions for the exercise of voting rights at a meeting of holders of ordinary shares or other deposited securities;
- all subject to the provisions of the deposit agreement.

## **Reports and Other Communications**

### **Will I be able to view reports from Wipro?**

The depositary will make available for inspection by ADR holders any written communications from Wipro which are both received by the custodian or its nominee as a holder of deposited securities and made generally available to the holders of deposited securities. These communications will be furnished by us in English when so required by any rules or regulations of the Securities and Exchange Commission.

## **Fees and Expenses**

### **What fees and expenses will I be responsible for paying?**

ADR holders will be charged a fee for each issuance of ADSs, including issuances resulting from distributions of shares, rights and other property, and for each surrender of ADSs in exchange for deposited securities. The fee in each case is \$5.00 for each 100 ADSs, or any portion thereof, issued or surrendered. ADR holders or persons depositing shares may also be charged the following expenses:

- stock transfer or other taxes and other governmental charges;
- cable, telex and facsimile transmission and delivery charges;
- transfer or registration fees for the registration of transfer of deposited securities on any applicable register in connection with the deposit or withdrawal of deposited securities; and
- expenses of the depositary in connection with the conversion of foreign currency into U.S. dollars.

We will pay all other charges and expenses of the depositary and any agent of the depositary, except the custodian, pursuant to agreements from time to time between us and the depositary. The fees described above may be amended from time to time.

### **Payment of Taxes**

ADR holders must pay any tax or other governmental charge payable by the custodian or the depositary on any ADS or ADR, deposited security or distribution. If an ADR holder owes any tax or other governmental charge, the depositary may:

- deduct the amount thereof from any cash distributions, or,
- sell deposited securities and deduct the amount owing from the net proceeds of such sale. In either case the ADR holder remains liable for any shortfall.

Additionally, if any tax or governmental charge is unpaid, the depositary may also refuse to effect any registration, registration of transfer, split-up or combination of deposited securities or withdrawal of deposited securities, except under limited circumstances mandated by securities regulations. If any tax or governmental charge is required to be withheld on any non-cash distribution, the depositary may sell the distributed property or securities to pay such taxes and distribute any remaining net proceeds to the ADR holders entitled to them.

### **Reclassifications, Recapitalizations and Mergers**

If we take certain actions that affect the deposited securities, including:

- any change in par value, split-up, consolidation, cancellation or other reclassification of deposited securities, or,
- any recapitalization, reorganization, merger, consolidation, liquidation, receivership, bankruptcy or sale of all or substantially all of our assets, then the depositary may choose to:
  - amend the form of ADR;
  - distribute additional or amended ADRs;
  - distribute cash, securities or other property it has received in connection with such actions;
  - sell any securities or property received and distribute the proceeds as cash; or
  - none of the above.

If the depositary does not choose any of the above options, any of the cash, securities or other property it receives will constitute part of the deposited securities and each ADS will then represent a proportionate interest in such property.

### **Amendment and Termination**

#### **How may the deposit agreement be amended?**

We may agree with the depositary to amend the deposit agreement and the ADSs without your consent for any reason. ADR holders must be given at least 30 days' notice of any amendment that imposes or increases any fees or charges except for taxes and other charges specifically payable by ADR holders under the deposit agreement, or affects any substantial existing right of ADR holders. If an ADR holder continues to hold ADRs or ADRs after being so notified, such ADR holder will be considered to have agreed to such amendment. Notwithstanding the foregoing, an amendment can become effective before notice is given if this is necessary to ensure compliance with a new law, rule or regulation.

No amendment will impair your right to surrender your ADSs and receive the underlying securities. If a governmental body adopts new laws or rules which require the deposit agreement or the ADS to be amended, we and the depositary may make the necessary amendments, which could take effect before you receive notice thereof.

### **How may the deposit agreement be terminated?**

The depositary may terminate the deposit agreement by giving the ADR holders at least 30 days' prior notice, and it must do so at our request. After termination, the depositary's only responsibility will be:

- to deliver deposited securities to ADR holders who surrender their ADRs, and,
- to hold or sell distributions received on deposited securities.

As soon as practicable after the expiration of six months from the termination date, the depositary will sell the deposited securities which remain and hold the net proceeds of such sales, without liability for interest, in trust for the ADR holders who have not yet surrendered their ADRs. After making such sale, the depositary shall have no obligations except to account for such proceeds and other cash. The depositary will not have to invest such proceeds or pay interest on them.

### **Limitations on Obligations and Liability to ADR holders**

#### **Limits on our obligations and the obligations of the depositary; limits on liability to ADR holders and holders of ADSs**

The deposit agreement expressly limits the obligations and liability of the depositary, ourselves and our respective agents. Neither we nor the depositary nor any such agent will be liable if it:

- is prevented or hindered in performing any obligation by circumstances beyond its control, including, without limitation, requirements of law, rule, regulation, the terms of the deposited securities, and acts of God;
- exercises or fails to exercise discretion under the deposit agreement;
- performs its obligations without gross negligence or bad faith;
- takes any action based on advice or information from legal counsel, accountants, any person presenting shares for deposit, any holder, or any other qualified person; or
- relies on any documents it believes in good faith to be genuine and to have been properly executed.

Neither the depositary nor its agents have any obligation to appear in, prosecute or defend any action, suit or other proceeding in respect of any deposited securities or the ADRs. We and our agents shall only be obligated to appear in, prosecute or defend any action, suit or other proceeding in respect of any deposited securities or the ADRs, which in our opinion may involve us in expense or liability, if indemnity satisfactory to us against all expense, including fees and disbursements of counsel and liability is furnished as often as we require.

The depositary will not be responsible for failing to carry out instructions to vote the ADSs or for the manner in which the ADSs are voted or the effect of the vote.

The depositary may own and deal in deposited securities and in ADSs.

### **Disclosure of Interest in ADSs**

We may from time to time request you and other holders and beneficial owners of ADSs to provide information as to:

- the capacity in which you and other holders and beneficial owners own or owned ADSs;
- the identity of any other persons then or previously interested in such ADSs; and
- the nature of such interest and various other matters.

You agree to provide any information requested by us or the depositary pursuant to the deposit agreement. The depositary has agreed to use reasonable efforts to comply with written instructions received from us requesting that it forward any such requests to you and other holders and beneficial owners and to forward to us any responses to such requests to the extent permitted by applicable law.

We may restrict transfers of the shares where any such transfer might result in ownership of shares in contravention of, or exceeding the limits under, the governmental approval which we received from the Indian government, applicable law or our organizational documents. We also may also instruct you that we are restricting the transfers of ADSs where such transfer may result in the total number of shares represented by the ADSs beneficially owned by you contravene or exceed the limits under the governmental approval which we received from the Indian government, applicable law or our organizational documents. We reserve the right to instruct you to deliver your ADSs for cancellation and withdrawal of the shares underlying such ADSs.

### **Requirements for Depositary Actions**

We, the depositary or the custodian may refuse to;

- issue, register or transfer an ADR or ADRs;
- effect a split-up or combination of ADRs;
- deliver distributions on any such ADRs; or
- permit the withdrawal of deposited securities, unless the deposit agreement provides otherwise, until the following conditions have been met:
  - the holder has paid all taxes, governmental charges, and fees and expenses as required in the deposit agreement;
  - the holder has provided the depositary with any information it may deem necessary or proper, including, without limitation, proof of identity and the genuineness of any signature; and
  - the holder has complied with such regulations as the depositary may establish under the deposit agreement.

The depositary may also suspend the issuance of ADSs, the deposit of shares, the registration, transfer, split-up or combination of ADRs, or the withdrawal of deposited securities (unless the deposit agreement provides otherwise), if the register for ADRs or any deposited securities is closed or if we or the depositary decides it is advisable to do so.

### **Books of Depositary**

The depositary or its agent will maintain a register for the registration, registration of transfer, combination and split-up of ADRs. You may inspect such records at such office during regular business hours, but solely for the purpose of communicating with other holders in the interest of business matters relating to the deposit agreement.

The depositary will maintain facilities to record and process the issuance, cancellation, combination, split-up and transfer of ADRs. These facilities may be closed from time to time, to the extent not prohibited by law.

### **Pre-release of ADSs**

The depositary may issue ADRs prior to the deposit with the custodian of shares or rights to receive shares. This is called a pre-release of the ADS. A pre-release is closed out as soon as the underlying shares, or other ADRs, are delivered to the depositary. The depositary may pre-release ADSs only if:

- the depositary has received collateral for the full market value of the pre-released ADRs; and
- each recipient of pre-released ADRs agrees in writing that he or she:
  - owns the underlying shares;
  - assigns all rights in such shares to the depositary;
  - holds such shares for the account of the depositary; and

- will deliver such shares to the custodian as soon as practicable, and promptly if the depositary so demands.

In general, the number of pre-released ADSs will not evidence more than 30% of all ADSs outstanding at any given time, excluding those evidenced by pre-released ADRs. However, the depositary may change or disregard such limit from time to time as it deems appropriate.

Wipro Limited  
Certification of Principal Executive Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Rishad A Premji, certify that:

1. I have reviewed this Annual Report on Form 20-F of Wipro Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: May 29, 2020

/s/ Rishad A Premji  
Rishad A Premji  
Chairman  
(Principal Executive Officer)



Wipro Limited  
Certification of Principal Financial Officer  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Jatin Pravinchandra Dalal, certify that:

1. I have reviewed this Annual Report on Form 20-F of Wipro Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: May 29, 2020

/s/ Jatin Pravinchandra Dalal  
Jatin Pravinchandra Dalal  
Chief Financial Officer  
(Principal Financial Officer)

Wipro Limited  
Certification of Principal Executive Officer and Principal Financial Officer  
Pursuant to 18 U.S.C. Section 1350,  
As adopted pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002

I, Rishad A Premji, Chairman of Wipro Limited, hereinafter referred to as the Company, certify, pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (i) the Annual Report of the Company on Form 20-F for the fiscal year ended March 31, 2020, as filed with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) information contained in such Annual Report on Form 20-F fairly presents in all material respects the financial condition and results of operations of the Company.

/s/ Rishad A Premji  
Rishad A Premji  
Chairman  
(Principal Executive Officer)

I, Jatin Pravinchandra Dalal, Chief Financial Officer of Wipro Limited, hereinafter referred to as the Company, certify, pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (i) the Annual Report of the Company on Form 20-F for the fiscal year ended March 31, 2020, as filed with the Securities and Exchange Commission, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) information contained in such Annual Report on Form 20-F fairly presents in all material respects the financial condition and results of operations of the Company.

/s/ Jatin Pravinchandra Dalal  
Jatin Pravinchandra Dalal  
Chief Financial Officer  
(Principal Financial Officer)

Date: May 29, 2020

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Wipro Limited:

We consent to the incorporation by reference in Registration Statement No. 333-123043 on Form S-8 of our reports dated May 29, 2020 relating to the consolidated financial statements of Wipro Limited and its subsidiaries (the “Company” or “Wipro Limited”) and the effectiveness of Wipro Limited’s internal control over financial reporting, appearing in the Annual Report on Form 20-F of Wipro Limited for the year ended March 31, 2020.

/s/ Deloitte Haskins & Sells LLP  
Bengaluru, India  
May 29, 2020