

# LETTER OF OFFER

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer (as defined below) is being sent to you as an Eligible Shareholder (as defined below) of Wipro Limited (the "Company") in accordance with the Buyback Regulations (as defined below). If you require any clarifications about the action to be taken, you should consult your Stock Broker (as defined below) or your investment consultant or the Manager to the Buyback i.e. JM Financial Limited or the Registrar to the Buyback, i.e., KFin Technologies Limited.

Please refer to the "Definitions" section of this Letter of Offer for the definitions of capitalised terms used herein.



### WIPRO LIMITED

Registered Office and Correspondence Address: Doddakannelli, Sarjapur Road, Bengaluru - 560 035, India.

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

Corporate Identification Number (CIN): L32102KA1945PLC020800

Contact Person: Mr. M Sanaula Khan, Company Secretary;

Tel. No.: +91 80 2844 0011

E-mail: [sanaula.khan@wipro.com](mailto:sanaula.khan@wipro.com)

**OFFER TO BUYBACK UP TO 60,00,00,000 (SIXTY CRORE) FULLY PAID-UP EQUITY SHARES OF THE FACE VALUE OF ₹ 2/- (RUPEES TWO ONLY) EACH OF THE COMPANY ("EQUITY SHARES"), REPRESENTING 5.72% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL THE ELIGIBLE SHAREHOLDERS (AS DEFINED BELOW) OF THE COMPANY AS ON THE RECORD DATE WHICH IS FRIDAY, JUNE 5, 2026 ON A PROPORTIONATE BASIS, THROUGH THE TENDER OFFER (AS DEFINED BELOW) ROUTE, AT A PRICE OF ₹ 250/- (RUPEES TWO HUNDRED AND FIFTY ONLY) PER EQUITY SHARE PAYABLE IN CASH FOR AN AGGREGATE CONSIDERATION OF ₹ 1,50,00,00,00,000 (RUPEES FIFTEEN THOUSAND CRORE ONLY) (THE "BUYBACK").**

- The Buyback is in accordance with Article 8.2 of the Articles (as defined below), Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act (as defined below), the SCD Rules (as defined below), Rule 22 of the Management Rules (as defined below), to the extent applicable, and in compliance with the Buyback Regulations and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary, and subject to any modifications and conditions, if any, as may be prescribed by statutory, regulatory or governmental authorities as may be required under applicable laws.
- The Buyback Size (as defined below) represents 24.99% and 19.99% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as of March 31, 2026, respectively, and is within the statutory limit of 25% of the aggregate total paid-up capital and free reserves of the Company, based on both standalone and consolidated audited financial statements of the Company, whichever is lower as per applicable provisions of the Companies Act and Buyback Regulations.
- A copy of the Public Announcement (as defined below), and this Letter of Offer (including the Tender Form) will also be available on the websites of the Company, the SEBI (as defined below), the Registrar (as defined below) the Stock Exchanges (as defined below) and the Manager (as defined below) at <https://www.wipro.com/investors/buy-back/>, <https://www.sebi.gov.in>, <https://karisma.kfintech.com>, [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.jmfi.com](http://www.jmfi.com), respectively.
- The Letter of Offer is electronically sent to all the registered equity shareholders of the Company as on the Record Date, i.e. Friday, June 5, 2026 (the "Eligible Shareholders") in accordance with the Buyback Regulations and such other circulars or notifications, as may be applicable. Further, in terms of Regulation 9(ii) of the Buyback Regulations, if the Company receives a request from any Eligible Shareholder to dispatch a copy of the Letter of Offer in physical form, the same shall be provided.
- The procedure for tendering and settlement is set out in paragraph 21 on page 53 of this Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the Tender Form) is enclosed together with this Letter of Offer.
- For mode of payment of consideration to the Eligible Shareholders, please refer to paragraph 21.23 on page 59 of this Letter of Offer.
- Eligible Shareholders are advised to refer to "Details of the Statutory Approvals" (paragraph 18 on page 46) and "Note on Taxation" (paragraph 22 on page 60) before tendering their Equity Shares in the Buyback.

#### MANAGER TO THE BUYBACK



#### JM Financial Limited

7<sup>th</sup> Floor, Cnergy,

Appasaheb Marathe Marg, Prabhadevi,

Mumbai – 400025, Maharashtra, India

Tel. No.: +91 22 6630 3030; +91 22 6630 3262

Fax: +91 22 6630 3330

Email: [wipro.buyback2026@jmfi.com](mailto:wipro.buyback2026@jmfi.com)

Website: [www.jmfi.com](http://www.jmfi.com)

Contact Person: Ms. Prachee Dhuri

SEBI Regn. No.: INM000010361

Validity Period: Permanent

Corporate Identification Number: L67120MH1986PLC038784

#### REGISTRAR TO THE BUYBACK



#### KFin Technologies Limited

Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana- 500 032, India

Tel. No.: +91 40 67162222

Email: [wipro.buyback2026@kfintech.com](mailto:wipro.buyback2026@kfintech.com)

Contact Person: Mr. M. Murali Krishna

Fax No.: +91 40 6716 1563

Toll Free No.: 18003094001

Investor Grievance Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

Website: [www.kfintech.com](http://www.kfintech.com)

SEBI Regn. No.: INR000000221

Validity Period: Permanent

Corporate Identification Number: L72400MH2017PLC444072

#### BUYBACK PROGRAMME

BUYBACK OPENS ON

THURSDAY, JUNE 11, 2026

BUYBACK CLOSES ON

WEDNESDAY, JUNE 17, 2026

LAST DATE AND TIME FOR RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIC DOCUMENTS BY THE REGISTRAR TO THE BUYBACK

ON OR BEFORE 5:00 PM IST, WEDNESDAY, JUNE 17, 2026

#### BUYBACK ENTITLEMENT

CATEGORY OF ELIGIBLE SHAREHOLDERS

Ratio of Buyback (i.e. Buyback Entitlement)\*

RESERVED CATEGORY FOR SMALL SHAREHOLDERS

11 Equity Share for every 56 Equity Shares held on the Record Date

GENERAL CATEGORY FOR ALL OTHER ELIGIBLE SHAREHOLDERS

10 Equity Share for every 197 Equity Shares held on the Record Date

\* For further information on Ratio of Buyback as per the Buyback Entitlement in each Category, please refer paragraph 20.5 on page 48 of the Letter of Offer.

**ELIGIBLE SHAREHOLDERS CAN ALSO CHECK THEIR ENTITLEMENT ON THE WEBSITE OF THE REGISTRAR TO THE BUYBACK BY FOLLOWING THE STEPS GIVEN BELOW:**

- Click on <https://kosmic.kfintech.com/karisma/buybackoffer2.aspx>
- Select the name of the Company – 'Wipro Limited – Buyback 2026'
- Select the option 'Physical or NSDL or CDSL'
- Based on the option selected above, enter your 'DPID CLID' or 'Folio Number'
- A table will be displayed setting out the Folio, Name and Action. Click on 'View' tab under the Action column
- The entitlement will be provided in the pre-filled 'FORM OF ACCEPTANCE-CUM ACKNOWLEDGEMENT'

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## Summary of the Buyback Process for Eligible Shareholders

<b>Receipt of Tender form</b>	<ul style="list-style-type: none"> <li>The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be sent through electronic means to all the Eligible Shareholders who have registered their email IDs with the Depositories (as defined below)/ the Company. Further, if the Company receives a request from any Eligible Shareholders who have not registered their email IDs with the Depositories/ the Company for a physical copy of the Letter of Offer/ Tender Form, the same shall be provided by speed post/ courier.</li> <li>If the Eligible Shareholder does not receive the Tender Form for any reason, then the same can be downloaded from the link <a href="https://www.wipro.com/investors/buy-back/">https://www.wipro.com/investors/buy-back/</a>.</li> <li>The Eligible Shareholder may also approach and request KFin Technologies Limited, the Registrar to the Buyback for a duplicate Tender Form. The contact details of the Registrar are on page 47 of this Letter of Offer.</li> </ul>
<b>Tendering Period</b>	<ul style="list-style-type: none"> <li>Eligible Shareholders can tender their Equity Shares in the Buyback only during the Tendering Period, which commences on Thursday, June 11, 2026 and ends on Wednesday, June 17, 2026.</li> </ul>
<b>Tendering Equity Shares in the Buyback</b>	<ul style="list-style-type: none"> <li><b>Eligible Shareholders can only participate in the Buyback by placing a bid through a Stock Broker registered either with the BSE or the NSE.</b></li> <li>Eligible Shareholders are required to instruct their respective Stock Broker of the details of the Equity Shares intended to be tendered under the Buyback.</li> <li>Please note instructions can be provided through delivery instruction slip/ phone/ online depending on the facility provided by your Stock Broker. <b>We urge you to contact your Stock Broker in advance to understand the requirements of placing a bid.</b></li> <li>In accordance with applicable law, a lien shall be marked by the Stock Broker in the demat account of the Eligible Shareholder for the shares tendered in Tender Offer. Details of such lien marked shares in the demat account of the Eligible Shareholder shall be provided by the Depositories to the Clearing Corporation (as defined below).</li> </ul>
<b>Confirmation by Stock Broker</b>	<ul style="list-style-type: none"> <li>Upon placing the bid, the Stock Broker will provide the TRS (as defined below) generated by the stock exchange bidding system to the Eligible Shareholder.</li> <li><b>On receipt of TRS, the Eligible Shareholder has successfully tendered Equity Shares in the Buyback.</b> <ul style="list-style-type: none"> <li>Please note that an Eligible Shareholder participating through online website platform of the Stock Broker may receive an acknowledgement in place of a TRS.</li> </ul> </li> </ul>
<b>Submission of Tender Form</b>	<ul style="list-style-type: none"> <li>In addition to placing the bid through the Stock Broker, Eligible Shareholders holding Equity Shares in physical form should submit the duly filled in and signed Tender Form, TRS and requisite documents to the Registrar to the Buyback before 5:00 PM IST on Wednesday, June 17, 2026.</li> <li><b>Eligible Shareholders tendering dematerialised Equity Shares under the Buyback are not required to submit the Tender Form and the TRS to the Registrar.</b></li> <li><b>Non-Resident shareholders (except FPIs) are required to submit the tender form, self-declaration forms (Annexure 1 and Annexure 2) along with documents as specified in paragraph 21.18.8 on page 56 to avail DTAA benefit for lower rate for withholding tax to be determined by Company. In</b></li> </ul>

	<b>absence of receipt of documents, the Company will deduct the tax for Non-Resident shareholders at maximum marginal tax rate.</b>
<b>Receipt of Buyback consideration and return of unaccepted shares</b>	<ul style="list-style-type: none"> <li>• The Acceptance (as defined below) of Equity Shares tendered by an Eligible Shareholder in the Buyback is subject to the provisions of the Buyback Regulations and the terms and conditions contained in this Letter of Offer.</li> <li>• Eligible Shareholders must ensure that their demat account(s) is active and unblocked for receipt of unaccepted shares and that their bank account is linked with their demat account for credit of remittance on Acceptance of Equity Shares under the Buyback.</li> <li>• Post completion of the Buyback, the Company will inform the Eligible Shareholders of payment of Buyback consideration and return of unaccepted shares through the Public Announcement.</li> <li>• As per the provisions of the Buyback Regulations, the Company will pay gross amount i.e. number of Equity Shares Accepted multiplied by the Buyback Price (₹ 250/- per Equity Share) for the Accepted Equity Shares to the Clearing Corporation of the Stock Exchanges.</li> <li>• Eligible Shareholder(s) whose Equity Shares have been Accepted under the Buyback will directly receive the consideration from the Clearing Corporation/ Stock Broker.</li> <li>• Eligible Shareholder(s) should consult their respective Stock Broker for any cost, applicable taxes, charges and expenses (including brokerage, securities transaction tax and stamp duty) etc., that may be levied by the Stock Broker for tendering Equity Shares in the Buyback. <b>Such additional costs, charges and expenses (including brokerage, securities transaction tax and stamp duty) are to be borne solely by the Eligible Shareholder and the Company will not be responsible to bear or pay the same.</b></li> </ul>

**Please refer to section 2 on page 5 for defined terms and section 21 on page 53 of this Letter of Offer for detailed procedure to be followed by Eligible Shareholders for tendering in the Buyback Offer**

*The above is not an exhaustive description of the buyback process or of the terms and conditions thereof and is only intended to assist the Eligible Shareholders by serving as a high level summary. The above is not intended to be and cannot be a substitute for the detailed terms and conditions contained in this Letter of Offer. All shareholders of the Company are requested to read the entire Letter of Offer and Notice to Holders of Wipro Limited American Depository Shares for an understanding of the Buyback process (including the taxation provisions as also provisions relating to Non-Resident shareholders) and terms and conditions of the Buyback. Please consult your respective legal/ tax/ other advisors prior to participation in the Buyback. If you require any clarifications about actions to be taken, you should consult your Stock Broker or your investment consultant or the Manager to the Buyback i.e. JM Financial Limited or the Registrar to the Buyback i.e. KFin Technologies Limited.*

## 1. SCHEDULE OF ACTIVITIES

Activity	Date	Day
Date of the Board Meeting to approve the proposal for Buyback of Equity Shares	April 16, 2026	Thursday
Date of declaration of results of the postal ballot through remote e-voting for special resolution by the Equity Shareholders, approving the Buyback	May 21, 2026	Thursday
Date of publication of Public Announcement for the Buyback	May 25, 2026	Monday

Activity	Date	Day
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	June 5, 2026	Friday
Last date for dispatch of Letter of Offer	June 9, 2026	Tuesday
Buyback Opening Date	June 11, 2026	Thursday
Buyback Closing Date	June 17, 2026	Wednesday
Last date for the receipt of completed Tender Forms and other specified documents including physical share certificates (as applicable) by the Registrar to the Buyback	June 17, 2026	Wednesday
Last date of verification by the Registrar to the Buyback	June 19, 2026	Friday
Last date for providing Acceptance/non-Acceptance of tendered Equity Shares to the Stock Exchanges by the Registrar to the Buyback	June 23, 2026	Tuesday
Last date for settlement of bids on the Stock Exchanges	June 24, 2026	Wednesday
Last date for return of unaccepted Equity Shares by Stock Exchanges to Eligible Shareholders/Stock Brokers	June 24, 2026	Wednesday
Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	June 24, 2026	Wednesday
Last date for extinguishment of Equity Shares	July 6, 2026	Monday

**Note:** Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates.

## 2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates, implies or specifies otherwise, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

<b>“Acceptance/Accept/ Accepted”</b>	Acceptance of fully paid-up Equity Shares tendered by Eligible Shareholders in the Buyback.
<b>“Additional Equity Shares”</b>	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder not exceeding the Equity Shares held by such Eligible Shareholder as on the Record Date.
<b>“ADRs”</b>	American Depositary Receipts.
<b>“ADSs”</b>	American Depositary Shares.
<b>“Articles”</b>	Articles of Association of the Company.
<b>“Board”/ “Board of Directors”</b>	Board of Directors of the Company (which term shall include any committee constituted and authorised by the Board pursuant to its resolution dated April 16, 2026 to exercise its powers, in connection with the Buyback).
<b>“Board Meeting”</b>	Meeting of the Board of Directors held on April 16, 2026.
<b>“BSE”</b>	BSE Limited.
<b>“Buyback/Offer”</b>	Offer by the Company to buyback up to a maximum of 60,00,00,000 (Sixty Crore) fully paid-up Equity Shares at the Buyback Price from Eligible

	Shareholders, through the Tender Offer route using the stock exchange mechanism in terms of the Buyback Regulations read with the SEBI Circulars, on a proportionate basis.
<b>“Buyback Closing Date”</b>	Wednesday, June 17, 2026
<b>“Buyback Committee”</b>	The Buyback Committee comprising Mr. Deepak M. Satwalekar, Independent Director, Ms. Aparna C. Iyer, Senior Vice President and Chief Financial Officer, Mr. M Sanaula Khan, Senior Vice President and Company Secretary and Mr. Abhishek Jain, Corporate Treasurer and Head Investor Relations, constituted and authorised for the purposes of the Buyback by the resolution dated April 16, 2026 of the Board of Directors.
<b>“Buyback Entitlement”</b>	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, based on the number of Equity Shares held by such Eligible Shareholder, on the Record Date and the ratio of Buyback applicable to the category, to which such Eligible Shareholder belongs.
<b>“Buyback Opening Date”</b>	Thursday, June 11, 2026
<b>“Buyback Period”</b>	The period between the date of declaration of results of the postal ballot through remote e-voting to authorize the Buyback i.e. May 21, 2026 and the date on which the payment of consideration to the shareholders, whose Equity Shares have been Accepted under the Buyback, will be made, i.e. on or before Wednesday, June 24, 2026.
<b>“Buyback Price”</b>	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. ₹ 250/- (Rupees Two Hundred and Fifty only) per fully paid up Equity Share, payable in cash.
<b>“Buyback Regulations”</b>	The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 including any statutory modifications or re-enactments thereof.
<b>“Buyback Size”</b>	Maximum number of Equity Shares proposed to be bought back (i.e. 60,00,00,000 (Sixty Crore) Equity Shares) multiplied by the Buyback Price (i.e. ₹ 250/- (Rupees Two Hundred and Fifty only) per Equity Share) payable in cash for an aggregate consideration of ₹ 1,50,00,00,00,000 (Rupees Fifteen Thousand Crore only).
<b>“CDSL”</b>	Central Depository Services (India) Limited.
<b>“Clearing Corporation”</b>	Indian Clearing Corporation Limited or the NSE Clearing Limited (formerly known as National Securities Clearing Corporation Limited), as applicable.
<b>“Companies Act”</b>	The Companies Act, 2013 including any statutory modifications or re-enactments thereof.
<b>“Company’s Broker”</b>	JM Financial Services Limited.
<b>“Company Demat Account”</b>	Demat account of the Company designated for the Buyback.
<b>“Depositories”</b>	Collectively, the CDSL and NSDL.
<b>“Designated Stock Exchange”</b>	The designated stock exchange for the Buyback, being the BSE.
<b>“DP”</b>	Depository Participant.
<b>“Eligible Shareholder(s)”</b>	Equity Shareholders eligible to participate in the Buyback as on the Record Date
<b>“Equity Shares”</b>	Fully paid-up equity shares of face value of ₹ 2/- (Rupees Two only) each of the Company.

<b>“Equity Shareholder(s)”</b>	Holder(s) of the fully paid-up Equity Shares including beneficial owner(s) thereof.
<b>“Escrow Account”</b>	The Escrow Account titled “WIPRO – BUYBACK 2026 – ESCROW ACCOUNT” bearing account number 45505447178 opened with the Escrow Agent, in accordance with the Escrow Agreement.
<b>“Escrow Agent”</b>	Standard Chartered Bank
<b>“Escrow Agreement”</b>	The escrow agreement dated May 22, 2026 entered into amongst the Company, the Escrow Agent and the Manager.
<b>“FII(s)”</b>	Foreign Institutional Investor(s).
<b>“FPI(s)”</b>	Foreign Portfolio Investor(s).
<b>“HUF”</b>	Hindu Undivided Family.
<b>“Income Tax Act”</b>	Indian Income-tax Act, 2025, as amended.
<b>“Letter of Offer”</b>	This letter of offer dated June 9, 2026, filed with SEBI in accordance with the Buyback Regulations.
<b>“LODR Regulations”</b>	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
<b>“Management Rules”</b>	The Companies (Management and Administration) Rules, 2014.
<b>“Manager to the Buyback/Manager”</b>	JM Financial Limited.
<b>“Non-Resident Shareholders”</b>	Includes NRIs, FPIs, FIIs, OCB and foreign nationals.
<b>“NRI”</b>	Non Resident Indian.
<b>“NSDL”</b>	National Securities Depository Limited.
<b>“NSE”</b>	National Stock Exchange of India Limited.
<b>“NYSE”</b>	New York Stock Exchange.
<b>“OCB”</b>	Erstwhile Overseas Corporate Bodies.
<b>“PAN”</b>	Permanent Account Number.
<b>“Postal Ballot Notice”</b>	Notice of postal ballot dated April 16, 2026 for obtaining approval for the Buyback from the shareholders of the Company.
<b>“Promoter and Promoter Group”</b>	Promoter and promoter group as have been disclosed under the filings made by the Company under the LODR Regulations, and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
<b>“Public Announcement”</b>	Public announcement dated May 22, 2026 regarding the Buyback, published in accordance with Regulation 7(i) of the Buyback Regulations on May 25, 2026 in Financial Express, an English national daily, Jansatta, a Hindi national daily, and Vishwavani, a Regional language daily.
<b>“RBI”</b>	Reserve Bank of India.
<b>“Record Date”</b>	Friday, June 5, 2026, being the date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer and Tender Form will be sent electronically, and who are eligible to participate in the proposed Buyback in accordance with the Buyback Regulations.

<b>“Registrar”</b>	KFin Technologies Limited, registrar to the Buyback.
<b>“SCD Rules”</b>	The Companies (Share Capital and Debentures) Rules, 2014.
<b>“SEBI”</b>	The Securities and Exchange Board of India.
<b>“SEBI Circulars”</b>	SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 as may be amended from time to time.
<b>“Small Shareholder”</b>	An Eligible Shareholder, who holds Equity Shares of market value not more than ₹ 2,00,000 (Rupees Two Lakh only), on the basis of closing price on the recognised stock exchange registering the highest trading volume, as on the Record Date.
<b>“Stock Broker(s)”</b>	A stock broker (who is a member of the BSE and/or NSE) of an Eligible Shareholder, through whom such Eligible Shareholder can participate in the Buyback.
<b>“Stock Exchanges”</b>	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
<b>“Tender Form/ Form(s)”</b>	Form of Acceptance–cum–Acknowledgement, enclosed with this Letter of Offer on page 75.
<b>“Tender Offer”</b>	Method of buyback as defined in Regulation 4(iv) of the Buyback Regulations.
<b>“Tendering Period”</b>	Period of 5 (Five) Working Days from the Buyback Opening Date till the Buyback Closing Date (both days inclusive).
<b>“TRS”</b>	Transaction Registration Slip.
<b>“Working Day”</b>	Working Day as defined under the Buyback Regulations.

### 3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way, be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback has, by certificate issued to SEBI dated June 9, 2026, certified that the Buyback is in compliance with the Buyback Regulations and this Letter of Offer contains the disclosures as required under the Buyback Regulations.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. Pursuant to this requirement, the Manager to the Buyback, JM Financial Limited, has furnished to SEBI a due diligence certificate dated June 9, 2026 in accordance with Buyback Regulations, which reads as follows:

*“We have examined various documents and materials relevant to the Buyback as part of the due diligence carried out by us in connection with the finalization of the Public Announcement and the Letter of Offer dated June 9, 2026. On the basis of such examination and the discussions with the Company, we hereby state that:*

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;*
- *All the legal requirements connected with the said offer including the SEBI (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with.*
- *The disclosures in the Public Announcement and the Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well-informed decision in respect of the Buyback.*
- *Funds used for Buyback shall be as per the provisions of the Companies Act.”*

The filing of this Letter of Offer with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoter and Promoter Group/Board of Directors declare and confirm that no information/material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoter and Promoter Group/Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

The Promoter and Promoter Group/ Board of Directors also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

#### **Special Notice to Security Holder of the Company in the United States of America**

The Buyback is being made for securities of an Indian company and is subject to the laws of India. It is important for U.S. securities holders to be aware that the Buyback is subject to the tender offer laws and regulations in India that are different from those in the U.S. and documents related to the Buyback will be prepared in accordance with Indian format and style, which differs from customary U.S. format and style. Certain of the U.S. federal securities laws apply to the Buyback as there are U.S. holders of Equity Shares and ADSs. The Buyback is being treated in the U.S. as one to which the “Tier I” exemption mentioned in Rule 13e-4(h)(8) under the Securities Exchange Act of 1934, as amended, is applicable.

#### **Disclaimer for Persons in Other Foreign Countries Other than the United States**

This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the offer to make any new or additional requirements or registration.

This Letter of Offer and the Public Announcement, in connection with this Buyback, were prepared for the purposes of compliance with applicable Indian laws and regulations. Accordingly, the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. This Letter of Offer does not and will not in any way constitute an offer in any form, or an invitation in any form to subscribe/ purchase/ sell, any securities of the Company in any jurisdiction, or as a solicitation or an invitation in any form to subscribe/ purchase/ sell any securities including the Equity Shares of the Company.

No action has been or will be taken to permit the Buyback in any jurisdiction where action would be required for that purpose. This Letter of Offer has been dispatched electronically to all shareholders whose names appeared on the records of the depository, as of the Record Date. However, receipt of the Letter of Offer by any Eligible Shareholder in a jurisdiction in which it would be illegal to make this offer, or where making this offer would require any action to be taken (including, but not restricted to, registration of this Letter of Offer under any local securities

laws), shall not be treated by such Eligible Shareholder as an offer being made to them and shall be construed by them as being sent for information purposes only.

Persons in possession of this Letter of Offer are required to inform themselves of any relevant restrictions in their respective jurisdictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

### **Forward-Looking Statements**

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “continue”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “pursue”, “will”, or other words or phrases of similar import. Similarly, statements that describe the Buyback process, the Company’s ability to complete the Buyback, including with respect to its compliance with the Buyback Regulations, tax treatment and consequences related to the Buyback, the Company’s strategies, objectives, plans or goals expectations regarding stock price, the ability to participate in the Buyback and expectations regarding repurchases are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about the Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties, which include, but are not limited to, risks and uncertainties regarding fluctuations in our earnings, revenue and profits, our ability to generate and manage growth, complete proposed corporate actions, intense competition in IT services, our ability to maintain our cost advantage, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns on fixed-price, fixed-time frame contracts, client concentration, restrictions on immigration, our ability to manage our international operations, reduced demand for technology in our key focus areas, disruptions in telecommunication networks, our ability to successfully complete and integrate potential acquisitions, liability for damages on our service contracts, the success of the companies in which we make strategic investments, withdrawal of fiscal governmental incentives, political instability, war, legal restrictions on raising capital or acquiring companies outside India, unauthorised use of our intellectual property and general economic conditions affecting our business and industry.

Certain figures contained in this Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

## **4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS**

**The Buyback through Tender Offer has been authorized and approved by the Board of Directors at the Board Meeting. The extracts of the Board resolution are as follows:**

**RESOLVED THAT** pursuant to Article 8.2 of the Articles of Association of Wipro Limited (the “**Company**”) and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “**Companies Act**”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “**Buyback Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) (including any amendments, statutory modifications or re-enactments of the Companies Act or the rules made thereunder or the Buyback Regulations, or the Listing Regulations), and subject to such other approvals, permissions, consents, sanctions, and exemptions as may be necessary, and subject to such conditions, amendments, and modifications, if any, as may be prescribed or imposed by the appropriate authorities while

granting such approvals, permissions, consents, sanctions and exemptions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) and subject to the approval by the shareholders of the Company by way of a special resolution through a postal ballot, the Board hereby approves the buyback by the Company of up to 60,00,00,000 (Sixty Crore) fully paid-up equity shares of ₹ 2/- (Rupees Two only) each of the Company (“**Equity Share**”), being 5.72% of the total paid-up equity share capital of the Company at a price of ₹ 250/- (Rupees Two Hundred and Fifty only) per Equity Share (“**Buyback Price**”), for an aggregate amount not exceeding ₹ 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only) (hereinafter referred to as the (“**Buyback Size**”), which represents 24.99% and 19.99% of the aggregate of the Company’s fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company for the year ended as on March 31, 2026, respectively, on a proportionate basis through the “**tender offer**” route as prescribed under the Buyback Regulations, to all the shareholders of the Company who hold Equity Shares as on a record date to be subsequently decided by the Board (the “**Record Date**”) (hereinafter referred to as the “**Buyback**”) and the Buyback Size does not include transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to Securities and Exchange Board of India (“**SEBI**”), advisors/legal fees, intermediary fees, public announcement, publication expenses, printing, dispatch expenses and other incidental and related expenses, etc.

**RESOLVED FURTHER THAT** Monday, April 20, 2026 is hereby fixed by the Board as the record date only for the limited purpose of determination of the holders of the Company’s American Depositary Receipts evidencing ADS, each representing one equity share of the Company, entitled to notice of and to vote pursuant to the voting instruction card prepared in accordance with the Postal Ballot Notice to approve the Buyback Program.

**RESOLVED FURTHER THAT** in accordance with the Buyback Regulations, the Buyback period shall commence from the date of declaration of results of the postal ballot for special resolution approving the Buyback and the date on which the payment of consideration to shareholders who have accepted the Buyback is made (the “**Buyback Period**”).

**RESOLVED FURTHER THAT** all of the shareholders of the Company will be eligible to participate in the Buyback including: (i) promoters and promoter group of the Company (including members thereof) and their associates who hold Equity Shares as on the Record Date, persons in control (including such persons acting in concert) who hold Equity Shares as of the Record Date; and (ii) holders of American Depositary Receipts of the Company (“**ADRs**”) evidencing American Depositary Shares (“**ADSs**”) representing Equity Shares of the Company who cancel any of their ADSs and withdraw the underlying Equity Shares prior to the Record Date such that they become shareholders of the Company and hold Equity Shares as on the Record Date.

**RESOLVED FURTHER THAT** the Board/ Buyback Committee (as defined below) may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the Buyback Regulations.

**RESOLVED FURTHER THAT** as required under Regulation 6 of the Buyback Regulations, the Company may Buyback Equity Shares from the existing shareholders as on Record Date, on a proportionate basis, provided that 15% of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the Buyback Regulations (“**Small Shareholders**”), whichever is higher, shall be reserved for the Small Shareholders and in case the Equity Shares tendered are less than the reservation, the same shall be adjusted in the general category, in accordance with the Buyback Regulations.

**RESOLVED FURTHER THAT** all equity shareholders/ beneficial owners of the Equity Shares will be eligible to participate in the Buyback who hold Equity Shares as on the Record Date

("Eligible Shareholders") except any shareholders who may be specifically prohibited under the applicable laws by appropriate authorities.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI Circular CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable, and the Company shall approach BSE Ltd ("BSE") and/or the National Stock Exchange of India Limited ("NSE") for facilitating the same.

**RESOLVED FURTHER THAT** the Buyback from the Eligible shareholders who are residents outside India including Foreign Corporate Bodies (including erstwhile overseas corporate bodies), Foreign Institutional Investors/Foreign Portfolio Investors, Non-Resident Indians, shareholders of foreign nationality and holders of ADRs, shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident shareholders.

**RESOLVED FURTHER THAT** the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Listing Regulations.

**RESOLVED FURTHER THAT** the amount required by the Company for the Buyback is intended to be met out of the Company's current balances in free reserves (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

**RESOLVED FURTHER THAT** in terms of the Buyback Regulations, in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the escrow account in full or in part shall be forfeited and distributed pro rata amongst the security-holders who accepted the offer and balance if any shall be utilised for investor protection in accordance with Buyback Regulations.

**RESOLVED FURTHER THAT** in terms of Regulation 24(iii) of the Buyback Regulations, Mr. M Sanaula Khan, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buyback and that M/s. KFin Technologies Limited, the Registrar to an Issue and Share Transfer Agent of the Company ("KFin") be and is hereby appointed as the 'investor service center' for ensuring compliance with the Buyback Regulations and to redress the grievances, if any, of the investors.

**RESOLVED FURTHER THAT** the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- a) that immediately following the date on which the meeting of the Board is convened, i.e. April 16, 2026, or following the date on which the results of the shareholders' resolution will be declared ("**Postal Ballot Resolution**"), approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- b) that as regards the Company's prospects for the year immediately following the date on which the meeting of the Board is convened, i.e. April 16, 2026, or the Postal Ballot Resolution that, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet all its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting, i.e. April 16, 2026, or the Postal Ballot Resolution; and

- c) that in forming an opinion for the above purposes, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act 1956, Companies Act or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

**RESOLVED FURTHER THAT** draft Auditors certificate is hereby noted and Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and is hereby approved and Mr. Rishad A. Premji, Chairman, and Mr. Srinii Pallia, CEO and Managing Director, be and are hereby jointly authorised to sign the same, for and on behalf of the Board before it is filed with the Registrar of Companies and SEBI in accordance with the applicable laws.

**RESOLVED FURTHER THAT** pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, Rule 22 of the Companies (Management and Administration) Rules, 2014 and circulars/ guidelines issued by the Ministry of Corporate Affairs from time to time, approval of the Board be and is hereby accorded for conducting a postal ballot (including e-voting) to seek the approval of shareholders of the Company ("**Postal Ballot**") for the proposed Buyback and that the draft notice for the postal ballot together with the accompanying explanatory statement annexed thereto ("**Postal Ballot Notice**"), as placed before the Board be and is hereby approved.

**RESOLVED FURTHER THAT** M/s. V. Sreedharan & Associates, Company Secretaries, Bengaluru represented by Mr. V. Sreedharan (FCS 2347; CP 833) or Mr. Pradeep B. Kulkarni (FCS 7260; CP 7835), or Mrs. Shobha Shridhar (FCS F13360; CP 22649) as Partners, which has given consent to act as scrutinizer, be and is hereby appointed as the scrutinizer for the Postal Ballot (including e-voting) in accordance with the Companies Act and the Rules made thereunder.

**RESOLVED FURTHER THAT** Mr. M Sanaula Khan, Senior Vice President and Company Secretary, be and is hereby authorised to declare the results of the Postal Ballot process and file it with all the relevant statutory authorities including the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE" and together with the BSE to be referred as "Indian Stock Exchanges"), New York Stock Exchanges, SEBI or such other authorities as may be considered necessary.

**RESOLVED FURTHER THAT** KFin be and is hereby appointed as an agency to provide electronic voting platform in connection with the Postal Ballot process.

**RESOLVED FURTHER THAT** Mr. M Sanaula Khan, Senior Vice President and Company Secretary be and is hereby made responsible for compliance with the entire Postal Ballot process and that he is hereby authorised to do the following:

- (a) sign, issue and submit the Postal Ballot Notice to the Indian Stock Exchanges and publication of an advertisement in the relevant newspapers specifying the date of completion of dispatch of the Postal Ballot Notice and to do all acts, deeds and things as may be required in connection therewith;
- (b) take all necessary steps including sending the Postal Ballot Notice to all the shareholders of the Company and conducting the said Postal Ballot process for and on behalf of the Company;
- (c) prepare, sign (including digitally) and file (including electronically) necessary forms and documents with the jurisdictional Registrar of Companies, SEBI, Indian Stock Exchanges, New York Stock Exchange and such other statutory authorities as may be required; and
- (d) to deal with all questions or difficulties that may arise in the course of implementing the Postal Ballot.

**RESOLVED FURTHER THAT** the Board hereby confirms that:

- a) all the Equity Shares of the Company are fully paid-up;

- b) the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of expiry of the Buyback Period except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares;
- c) the Company has not completed a buyback of any of its securities during the period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback;
- d) except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of either six months or one year, as the case may be, under the Companies Act and Buyback Regulations, respectively, from the expiry of the Buyback Period;
- e) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- f) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- g) there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon);
- h) the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- i) the aggregate amount of the Buyback, i.e. up to ₹ 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only), does not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company as per the latest audited standalone or consolidated financial statements of the Company respectively as at March 31, 2026, whichever sets out a lower amount;
- j) the maximum number of Equity Shares proposed to be purchased under the Buyback, up to 60,00,00,000 (Sixty Crore) Equity Shares, does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the latest audited standalone or consolidated financial statements of the Company as at March 31, 2026, whichever sets out a lower amount;
- k) the Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback Period;
- l) the Company shall not withdraw the Buyback offer after the public announcement of the offer of the Buyback is made;
- m) the consideration for the Buyback shall be paid by the Company only in cash;
- n) there are no pendency scheme of amalgamation or compromise or arrangement pursuant to the Companies Act as on date;
- o) the Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case of a breach of any covenant with such lenders;
- p) the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;
- q) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;

- r) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- s) the Buyback shall not result in delisting of the Equity Shares from the Indian Stock Exchanges;
- t) the Company shall transfer from its free reserves or securities premium account and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- u) as per Regulation 24(i)(e) of the Buyback Regulations, the promoters and members of promoter group, and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter se transfer of Equity Shares) among the promoters and members of promoter group) from the date of the special resolution approving the Buyback till the closing of the Buyback offer;
- v) the Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
- w) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves, after the Buyback, based on both standalone or consolidated financial statements of the Company as on March 31, 2026, whichever sets out a lower amount; and
- x) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.

**RESOLVED FURTHER THAT** no information and material that is likely to have a bearing on the decision of investors has been suppressed or withheld and/or incorporated in the manner that would amount to a mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information/material has been suppressed or withheld and/or amounts to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buyback Regulations.

**RESOLVED FURTHER THAT** JM Financial Limited (the “**Merchant Banker**”) be and is hereby appointed as the merchant banker for the purposes of the Buyback in accordance with the terms of the Buyback Regulations, on such terms and conditions as may be mutually agreed between the Merchant Banker and the Company.

**RESOLVED FURTHER THAT** JM Financial Services Limited (the “**Broker**”) be and is hereby appointed as the registered broker to the Company to facilitate the process of tendering of Equity Shares through the Stock Exchange mechanism for the Buyback in accordance with and to undertake the Buyback using the “Mechanism for acquisition of shares through Stock Exchange pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI Circular CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, on such terms and conditions as may be mutually agreed between the Broker and the Company, and the Company do hereby open a broking account and depository account with the Broker for the purposes of the Buyback.

**RESOLVED FURTHER THAT** the Company shall maintain a register of securities bought back wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying Equity Shares and such other particulars as may be prescribed, shall be entered and that the

Company Secretary of the Company be and is hereby authorized to authenticate the entries made in the said register.

**RESOLVED FURTHER THAT** KFin be and is hereby appointed as the Registrar to an Issue and Share Transfer Agent for the purposes of the Buyback, on such terms and conditions as may be mutually agreed between the Registrar and the Company.

**RESOLVED FURTHER THAT** Cyril Amarchand Mangaldas, Advocates and Solicitors, be and is hereby appointed as the Company's Indian legal counsel to the Buyback ("**Indian Legal Counsel**"), on such terms and conditions as may be mutually agreed between the Indian Legal Counsel and the Company.

**RESOLVED FURTHER THAT** Wilson Sonsini Goodrich & Rosati, P.C., be and is hereby appointed as the Company's international legal counsel to the Buyback ("**International Legal Counsel**"), on such terms and conditions as may be mutually agreed between the International Legal Counsel and the Company.

**RESOLVED FURTHER THAT** approval of the Board be and is hereby accorded to issue a bank guarantee in terms of the Buyback Regulations (in the event the escrow is decided to be in the form of a bank guarantee by the Buyback Committee (as defined below) in favour of the Merchant Banker and any two of Mr. Rishad A. Premji, Chairman, Mr. Srinu Pallia, CEO and Managing Director, Ms. Aparna C. Iyer, Senior Vice President and Chief Financial Officer, Mr. M Sanaula Khan, Senior Vice President and Company Secretary and Mr. Abhishek Jain, Corporate Treasurer and Head Investor Relations, be and are hereby jointly authorised to negotiate, sign, execute, such documents, things, papers, instruments, and do such deeds, matters and things as may be necessary with respect to this resolution.

**RESOLVED FURTHER THAT** the Company shall in accordance with the provisions of the Buyback Regulations, open an escrow account ("**Escrow Account**") and special account ("**Special Bank Account**") with a bank and deposit therein, such sums as required under the Buyback Regulations, and to make up the entire sums due and payable as consideration for the Buyback.

**RESOLVED FURTHER THAT** Mr. Rishad A. Premji, Chairman, Mr. Srinu Pallia, CEO and Managing Director, Ms. Aparna C. Iyer, Senior Vice President and Chief Financial Officer, Mr. Sriram Ranganathan, Senior Vice President, Global controller and Tax head, Mr. M Sanaula Khan, Senior Vice President and Company Secretary, Mr. Abhishek Jain, Corporate Treasurer and Head Investor Relations, and Mr. Mahadev Prakash, General Manager and Head, Corporate Secretarial be and are hereby severally authorised to finalize the terms and conditions of appointment and engagement (including settling their remuneration/payment of commission, brokerage fees and charges) of the Merchant Banker, Broker, Indian Legal Counsel, International Legal Counsel, escrow agent, KFin, Escrow Account, Special Bank Account and Stock Exchange(s) for availing its tendering mechanism, and execute, negotiate, finalize, amongst other things account opening forms, agreements (including escrow agreements) and perform/execute such acts, deeds, documents, letters and things in the name of and on behalf of the Company, in connection with the foregoing (including making deposits with the escrow agent and permitting the Merchant Banker to operate the escrow accounts opened for the purposes of the Buyback), and appoint and finalize the terms of appointment of advertising agencies, media agencies, printers, consultants or representatives or entities as may be required and deciding and settling their remuneration including payment of commission brokerage, fee and charges and entering into agreements and letters in respect thereof and open and close all necessary accounts such as broking account(s), depository account(s), escrow account(s) and bank account(s) as per applicable laws and Buyback Regulations;

**RESOLVED FURTHER THAT** Ms. Aparna C. Iyer, Senior Vice President and Chief Financial Officer, Mr. M Sanaula Khan, Senior Vice President and Company Secretary and Mr. Mahadev Prakash, General Manager and Head, Corporate Secretarial be and are hereby severally authorised to approve, execute, file and issue all necessary applications, resolutions, confirmations, forms (including e-forms), intimations, disclosures, announcements, documents, declarations, undertakings, forms and reports with the appropriate authorities or any third parties as may be relevant in the context of the Buyback including the supplemental disclosures

to holders of ADRs/ADSs (the “**Supplemental Letter**”) and provide all necessary information and documents to, and representing the Company before, SEBI, Indian Stock Exchanges, New York Stock Exchanges, Registrar of Companies and other relevant regulatory authorities and/or third parties, including, statutory auditors, in relation to the Buyback and take all actions for obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable laws and generally to do all such acts, deeds, matters and things that may be required in connection with the Buyback or for matters incidental thereto.

**RESOLVED FURTHER THAT** Mr. Rishad A. Premji, Chairman and Mr. Srinu Pallia, CEO & Managing Director be and are hereby jointly authorised for and on behalf of the Company to finalise and execute the public announcement and the Letter of Offer containing such information and particulars as may be required to be issued under the Buyback Regulations and to do or cause to do such acts, deeds and things as may be considered necessary in connection with or incidental to the same.

**RESOLVED FURTHER THAT** a committee (the “**Buyback Committee**”) comprising Mr. Deepak M. Satwalekar, Independent Director, Ms. Aparna C. Iyer, Senior Vice President and Chief Financial Officer, Mr. M Sanaulla Khan, Senior Vice President and Company Secretary and Mr. Abhishek Jain, Corporate Treasurer and Head Investor Relations, be constituted for the purposes of the Buyback to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interests of the Company and its shareholders in connection with the Buyback, including but not limited to:

- a) finalizing the terms of the Buyback, the mechanism for the Buyback, the schedule of activities, the date of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback and re-affirmation of declaration of solvency as and when required, etc;
- b) deciding and announcing the Record date for the purpose of Buyback;
- c) seeking all regulatory approvals, if any, including from SEBI and the RBI for implementing the Buyback;
- d) appointing, authorizing, entering into agreements with and issuing necessary instructions to the investor service centre and escrow agent;
- e) opening one or more bank accounts, including an Escrow Account and Special Bank Account as required, and entering into agreements with and to give instructions to the bankers in connection therewith;
- f) deciding and appointing the BSE and/or NSE as designated stock exchange(s) for the Buyback;
- g) taking such actions or measures as may then be deemed desirable to provide each holder of ADSs with an opportunity to cancel and withdraw the underlying Equity Shares of any such ADSs prior to the Record Date to enable such holder to participate in the Buyback and such actions or measures may include, but not limited to: (i) preparing and delivering information to each such holder or representative(s) thereof to enable such holder of ADSs to determine whether to cancel and withdraw the underlying Equity Shares in light of the Buyback, including any modifications, amendments or supplements to the Supplemental Letter; (ii) informing holders of ADSs that they will need to establish a brokerage account in India to take delivery of the Equity Shares, and (iii) informing holders of ADSs that they must submit the desired ADSs to the ADR depository for cancellation and withdraw the Equity Shares no later than 3 (three) New York business days prior to the Record Date;
- h) depositing and/or instructing the deposit of the requisite amount into escrow and finalizing the composition/combination of such deposit into escrow in accordance with the provisions of Regulation 9 of the Buyback Regulations (including cash deposit or arranging for bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the escrow agent;

- i) earmarking and making arrangements for adequate sources of funds for the purpose of Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- j) opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts (including escrow account), special bank account, and authorizing persons to operate such accounts;
- k) preparing, finalizing, dating, approving, modifying, signing (in accordance with applicable law), issuing, re-issuing and filing with the appropriate statutory/other authorities the public announcement, letter of offer and all other documents, resolutions, advertisements, confirmations, intimations and declarations, and the certificate for extinguishment and physical destruction of shares certificates, if any, and other documents required in connection with the Buyback upon receiving the requisite shareholder approval for the Buyback, and causing the declaration of solvency and supporting affidavit to be executed in accordance with applicable laws and such alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board of Directors;
- l) taking all actions to verify offers and acceptances received, finalize the basis of acceptance, pay the shareholders consideration for shares bought back, approve split of physical share certificates and transfer of shares, extinguish dematerialised shares and ensure the physical destruction of the share certificates with respect to the Equity Shares bought back by the Company;
- m) uploading all required information such as details of the Equity Shares bought back on the website and filing the same with the Indian Stock Exchanges as required under applicable law;
- n) settling and resolving any queries raised by SEBI, Indian Stock Exchanges, New York Stock Exchanges, Registrar of Companies and any other authorities whatsoever in connection with any matter incidental to and ancillary to the Buyback;
- o) to give any information, explanation, declarations and confirmations in relation to the public announcement or the letter of offer and any other advertisements, as may be required by the relevant authorities including SEBI and U.S. Securities and Exchange Commission;
- p) creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the appropriate authorities;
- q) closing the Buyback and completing all the required formalities as specified under the Companies Act, Buyback Regulations and the Listing Regulations and other applicable laws;
- r) altering, modifying, amending the appointment/engagement and terms and conditions (including terms pertaining to remuneration/payment of commission, brokerage fees and charges) of all the intermediaries and other third parties appointed for the Buyback;
- s) doing such other acts, deeds, matters or things, and executing such documents, forms, letters, confirmations, including the execution of documents under common seal of the Company as may be required, and taking all steps as may be necessary to sign, submit and file all necessary forms, letters, applications, e-forms and other documents as may be necessary or desirable in connection with or incidental to the Buyback or as they may in their absolute discretion, deem necessary, expedient, usual or proper or are necessary, expedient, usual or proper with regard to the implementation in connection with or in furtherance of the Buyback; and
- t) delegating all or any of the authorities conferred above to any other Director(s) or Executive(s) or Officer(s) of the Company as may be necessary to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** any two members of the Buyback Committee mentioned above shall form the requisite quorum for all meetings of the Buyback Committee which may approve all of the above by passing appropriate resolutions (including by way of circular resolutions) in connection with the above.

**RESOLVED FURTHER THAT** a copy of the foregoing resolutions certified by any one Director or Chief Financial Officer or Company Secretary of the Company, be forwarded to concerned persons/authorities as may be required from time to time.

## 5. DETAILS OF THE PUBLIC ANNOUNCEMENT

- 5.1 In accordance with Regulation 7(i) of the Buyback Regulations, the Company has made the Public Announcement dated May 22, 2026 for the Buyback of Equity Shares which was published on May 25, 2026 in the following newspapers:

Sr. No.	Name of the Newspaper	Language	Editions
1.	Financial Express	English	All
2.	Jansatta	Hindi	All
3.	Vishwavani	Kannada	Bengaluru

- 5.2 The shareholders of the Company approved the Buyback, by way of a special resolution, through a postal ballot by remote e-voting on May 21, 2026 and the results of which were announced on May 21, 2026. Pursuant thereto, the Public Announcement in compliance with Regulation 7(i) of the Buyback Regulations was made by the Company on May 25, 2026 within 2 (two) Working Days from the date of declaration of the results of such postal ballot.
- 5.3 The Company will publish dispatch advertisement, further notices or corrigenda to or relating to the Public Announcement, if any, in the abovementioned newspapers.
- 5.4 A copy of the Public Announcement is available on the website of the Company, i.e., <https://www.wipro.com/investors/buy-back/>, the Manager to the Buyback, i.e., [www.jmfl.com](http://www.jmfl.com), the website of SEBI, i.e., [www.sebi.gov.in](http://www.sebi.gov.in) and on the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

## 6. DETAILS OF THE BUYBACK

- 6.1 At the Board Meeting, the Board has subject to the approval of the shareholders of the Company by way of a special resolution through a postal ballot by remote e-voting, pursuant to the provisions of Article 8.2 of the Articles and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, the SCD Rules, and Rule 22 of the Management Rules, to the extent applicable, and in compliance with the provisions of the Buyback Regulations, LODR Regulations, as amended and subject to such other approvals, permissions, consents, exemptions and sanctions, as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by statutory, regulatory or governmental authorities as may be required under applicable laws, approved the Buyback by the Company of up to 60,00,00,000 (Sixty Crore) fully paid-up Equity Shares of ₹ 2/- (Rupees Two only) representing up to 5.72% of the total number of Equity Shares in the paid-up Equity Share capital of the Company at a price of ₹ 250/- (Rupees Two Hundred and Fifty only) per Equity Share payable in cash for an aggregate consideration of up to ₹ 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only), which is 24.99% and 19.99% of the aggregate of the fully paid-up Equity Share capital and free reserves of the Company as per the latest audited standalone and consolidated financial statements of the Company for the year ended as on March 31, 2026, respectively, on a proportionate basis through the "tender offer" route as prescribed under the Buyback Regulations, from all of the Eligible Shareholders.
- 6.2 The Buyback is more than 10% of the total paid-up Equity Share capital and free reserves of the Company based on both standalone and consolidated financial statements of the Company as per its latest audited financial statements as of March 31, 2026. Accordingly, the Company sought approval of its shareholders for the Buyback, by way of special resolution through the Postal Ballot Notice dated April 16, 2026, in accordance with first proviso to Section 68(2)(b) of the Companies Act and first proviso to Regulation 5(i)(b) of the Buyback Regulations. The shareholders of the Company approved the Buyback, by way of a special resolution, through a

postal ballot by remote e-voting on May 21, 2026 and the results of which were announced on May 21, 2026.

- 6.3 The Buyback Size represents 24.99% and 19.99% of the aggregate of the fully paid-up Equity Share capital and free reserves as per the latest audited standalone and consolidated financial statements of the Company as on March 31, 2026, respectively, and is within the statutory limit of 25% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on both standalone and consolidated audited financial statements of the Company as of March 31, 2026, as per applicable provisions of the Companies Act and Buyback Regulations.
- 6.4 The Buyback Size does not include any transaction costs viz. brokerage, applicable taxes, securities transaction tax, goods and services tax, stamp duty, expenses incurred or to be incurred for the Buyback like filing fees payable to SEBI, advisors/legal fees, intermediary fees, public announcement, publication expenses, printing and dispatch expenses and other incidental and related expenses, etc. ("**Transaction Costs**")
- 6.5 The Equity Shares are currently listed on the NSE and the BSE. The Company's ADSs, as evidenced by ADRs, are traded in the U.S. on the NYSE.
- 6.6 The Buyback is being undertaken on a proportionate basis from all Eligible Shareholders, including: (i) the Promoters and Promoter Group of the Company (including members thereof) and their associates who hold Equity Shares or persons in control (including such persons acting in concert) who hold Equity Shares as on the Record Date through the Tender Offer route prescribed under Regulation 4(iv)(a) of the Buyback Regulations read with Regulation 9(x) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by tendering of Equity Shares by Eligible Shareholders and settlement of the same through the stock exchange mechanism as specified in SEBI Circulars. In this regard, the Company will request the BSE and NSE to provide the acquisition window for facilitating tendering of Equity Shares under the Buyback. For the purposes of this Buyback, the BSE will be the Designated Stock Exchange.
- 6.7 The maximum amount proposed to be utilised for the Buyback, does not exceed ₹ 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only), excluding the Transaction Costs and is therefore within the limit of 25% of the aggregate total paid-up Equity Share capital and free reserves of the Company, based on both standalone and consolidated financial statements of the Company as on March 31, 2026.
- 6.8 The aggregate shareholding in the Company of the (i) Promoter and Promoter Group and persons in control, and (ii) directors of companies which are a part of the Promoter and Promoter Group as on the date of the Public Announcement, i.e., May 22, 2026, are as follows:
- 6.8.1 Aggregate shareholding of the Promoter and Promoter Group and persons who are in control as on the date of the Public Announcement, i.e., May 22, 2026:

Sl. No.	Name of Shareholder	No. of Equity Shares	% Shareholding
1.	Azim H Premji	43,11,56,714	4.11
2.	Yasmeen A Premji	51,18,756	0.05
3.	Rishad Azim Premji	1,35,37,782	0.13
4.	Tariq Azim Premji	1,32,38,430	0.13
5.	Mr. Azim Hasham Premji Partner Representing Hasham Traders	1,88,68,26,730	17.97
6.	Mr. Azim Hasham Premji Partner Representing Prazim Traders	2,16,02,97,946	20.57
7.	Mr. Azim Hasham Premji Partner Representing Zash Traders	2,20,21,33,582	20.97
8.	Hasham Investment and Trading Co. Private Limited	27,11,906	0.03
9.	Azim Premji Philanthropic Initiatives Private Limited <sup>(1)</sup>	2,77,24,830	0.26

Sl. No.	Name of Shareholder	No. of Equity Shares	% Shareholding
10.	Azim Premji Trust <sup>(2)</sup>	68,03,85,966	6.48
11.	Prazim Trading and Investment Company Private Limited	19,37,08,256	1.84
<b>Total</b>		<b>7,61,68,40,898</b>	<b>72.53</b>

**Note:**

1. Mr. Azim H Premji has disclaimed the beneficial ownership of equity shares held by Azim Premji Philanthropic Initiatives Private Limited.
2. Mr. Azim H Premji has disclaimed the beneficial ownership of equity shares held by Azim Premji Trust.

6.8.2 Aggregate shareholding of the Directors of companies which are a part of the Promoter and Promoter Group, as on the date of the Public Announcement, i.e., May 22, 2026:

Sl. No.	Name	No. of Equity Shares	% Shareholding
1.	Azim H Premji	43,11,56,714	4.11
2.	Rishad Azim Premji	1,35,37,782	0.13
3.	Tariq Azim Premji	1,32,38,430	0.13
4.	Yasmeen A Premji	51,18,756	0.05
5.	Tekkethalakal K Kurien	16,11,880	0.02
6.	Deepak Jain	2,50,258	0.00
7.	Srinivasan Pagalthivarthi	1,70,888	0.00
8.	Anurag Behar	1,60,122	0.00
9.	Lakshminarayana Kollengode Ramanathan	35,016	0.00
10.	Ayyagari Lakshmanarao	32,410	0.00
11.	Bhoopalam Chandrashekharaiiah Prabhakar	20,800	0.00
<b>Total</b>		<b>46,53,33,056</b>	<b>4.43</b>

6.9 The Company confirms that after the completion of the Buyback, the non-promoter shareholding of the Company shall not fall below the minimum level required as per Regulation 38 of the LODR Regulations.

6.10 Aggregate shares purchased or sold by the Promoter and Promoter Group, persons in control, Directors of companies which are a part of the Promoter and Promoter Group during a period of 6 (six) months preceding the date of the Board Meeting at which the Buyback was approved and the date of the Postal Ballot Notice, i.e., April 16, 2026:

- (a) Aggregate of shares purchased or sold by the Promoter and Promoter Group and persons who are in control: **NIL**
- (b) Aggregate shares purchased or sold by the Directors of companies which are part of the Promoter and Promoter Group:

1. Ayyagari Lakshmanarao

Name of the Promoter Company	Aggregate number of shares purchased/sold	Nature of transaction	Maximum Price per Share (₹)	Date of Maximum Price	Minimum Price per Share (₹)	Date of Minimum Price
Hasham Investment and Trading Co Private Limited and	4,850	Sale	270.90	Jan 8, 2026	261.35	Jan 8, 2026
Prazim Trading and Investment Company Private Limited	1,150	Sale	268.88	Dec 26, 2025	265.74	Dec 26, 2025

## 7. INTENTION OF THE PROMOTER AND PROMOTER GROUP AND PERSONS IN CONTROL OF THE COMPANY TO PARTICIPATE IN BUYBACK

7.1 In terms of the Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group have the option of participating in the Buyback. In this regard, the Promoter and Promoter Group entities and persons in control of the Company have expressed their intention to participate in the Buyback vide their letters dated April 16, 2026 and may tender up to an aggregate maximum number of 7,44,77,75,834 (Seven Hundred Forty-Four Crore Seventy Seven Lakh Seventy Five Thousand Eight Hundred and Thirty Four) Equity Shares or such lower number of Equity Shares in accordance with the provisions of the Buyback Regulations. Please see below the maximum number of Equity Shares to be tendered by each of the Promoter and Promoter Group as well as persons in control of the Company:

Sl. No.	Name of the Promoter and Promoter Group entity	Maximum No. of Equity Shares intended to be offered
1.	Azim H Premji	26,20,91,650
2.	Yasmeen A Premji	51,18,756
3.	Rishad Azim Premji	1,35,37,782
4.	Tariq Azim Premji	1,32,38,430
5.	Mr. Azim Hasham Premji Partner Representing Hasham Traders	1,88,68,26,730
6.	Mr. Azim Hasham Premji Partner Representing Prazim Traders	2,16,02,97,946
7.	Mr. Azim Hasham Premji Partner Representing Zash Traders	2,20,21,33,582
8.	Hasham Investment and Trading Co. Private Limited	27,11,906
9.	Azim Premji Philanthropic Initiatives Private Limited <sup>(1)</sup>	2,77,24,830
10.	Azim Premji Trust <sup>(2)</sup>	68,03,85,966
11.	Prazim Trading and Investment Company Private Limited	19,37,08,256
<b>Total</b>		<b>7,44,77,75,834</b>

**Note:**

1. Mr. Azim H Premji has disclaimed the beneficial ownership of equity shares held by Azim Premji Philanthropic Initiatives Private Limited.
2. Mr. Azim H Premji has disclaimed the beneficial ownership of equity shares held by Azim Premji Trust.

7.2 The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

7.3 The details of the date and price of acquisition of the Equity Shares that the Promoter and Promoter Group intend to tender are set-out below:

(i) Azim H Premji

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue / Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
August 24, 2005	Bonus	35,21,332 <sup>(1)</sup>	2	-	-
June 17, 2010	Bonus	2,46,82,160	2	-	-
June 15, 2017	Bonus	6,17,05,400	2	-	-
March 8, 2019	Bonus	4,11,36,933	2	-	-
December 4, 2024	Bonus	13,10,45,825	2	-	-
<b>Total</b>		<b>26,20,91,650</b>			

**Note:**

1. Out of originally allotted 1,85,11,620 Equity Shares of ₹ 2/- each as bonus, an aggregate of 47,60,108 Equity Shares were tendered and accepted pursuant to the buyback by the Company on July 4, 2023 at a price of ₹ 445/- per Equity Share. Further, on January 20, 2024, an aggregate of 1,02,30,180 Equity Shares of ₹ 2/- each were gifted to Rishad Azim Premji and Tariq Azim Premji, part of the promoter group.

## (ii) Yasmeen A Premji

Date of Transaction	Nature of Transaction	Number of Equity Shares	Face Value (₹)	Issue / Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
June 29, 2004	Bonus	34,402 <sup>(1)</sup>	2	-	-
August 24, 2005	Bonus	3,28,800	2	-	-
June 17, 2010	Bonus	4,25,066	2	-	-
June 15, 2017	Bonus	10,62,666	2	-	-
March 8, 2019	Bonus	7,08,444	2	-	-
December 4, 2024	Bonus	25,59,378	2	-	-
<b>Total</b>		<b>51,18,756</b>			

**Note:**

- Originally allotted 2,19,200 Equity Shares of ₹ 2/- each as bonus. An aggregate of 1,44,006 Equity Shares were tendered and accepted on September 9, 2019 pursuant to the buyback by the Company at a price of ₹ 325/- per Equity Share, of which 54,406 Equity Shares were part of this allotment. Further, on July 4, 2023, an aggregate of 1,30,392 Equity Shares of ₹ 2/- each were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share.

## (iii) Rishad Azim Premji

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition (₹)	Consideration (Cash, other than cash etc.)
August 24, 2005	Bonus	1,30,692 <sup>(1)</sup>	2	-	-
June 17, 2010	Bonus	3,78,666	2	-	-
June 15, 2017	Bonus	6,86,666	2	-	-
March 8, 2019	Bonus	4,57,777	2	-	-
January 20, 2024	Gift from Mr. Azim H Premji	51,15,090	2	-	-
December 4, 2024	Bonus	67,68,891	2	-	-
<b>Total</b>		<b>1,35,37,782</b>			

**Note:**

- Originally allotted 3,09,000 Equity Shares of ₹ 2/- each as bonus, out of which an aggregate of 93,052 Equity Shares were tendered and accepted on September 9, 2019 pursuant to the buyback by the Company at a price of ₹ 325/- per Equity Share. Further, on July 4, 2023, an aggregate of 84,256 Equity Shares of ₹ 2/- each were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share.

## (iv) Tariq Azim Premji

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
June 29, 2004	Bonus	11,073 <sup>(1)</sup>	2	-	-
August 24, 2005	Bonus	79,500	2	-	-
June 17, 2010	Bonus	1,06,000	2	-	-
June 15, 2017	Bonus	2,65,000	2	-	-
March 8, 2019	Bonus	1,76,666	2	-	-
September 13, 2021	Market Purchase	8,65,886 <sup>(2)</sup>	2	667.76	-
January 20, 2024	Gift from Mr. Azim H Premji	51,15,090	2	-	-
December 4, 2024	Bonus	66,19,215	2	-	-
<b>Total</b>		<b>1,32,38,430</b>			

**Note:**

- Originally allotted 53,000 Equity Shares of ₹ 2/- each as bonus. An aggregate of 35,911 Equity Shares were tendered and accepted on September 9, 2019 pursuant to the buyback by the Company at a price of ₹ 325/- per Equity Share, of which 9,411 Equity Shares were part of this allotment. Further, on July 4, 2023, an aggregate of 76,630 Equity Shares of ₹ 2/- each were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share, of which 32,516 were part of this allotment.
- Originally acquired 9,10,000 Equity Shares of ₹ 2/- each on September 13, 2021. On July 4, 2023, an aggregate of 76,630 Equity Shares of ₹ 2/- each were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share, of which 44,114 were part of this allotment.

## (v) Mr. Azim Hasham Premji Partner Representing Hasham Traders

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
August 24, 2005	Bonus	6,19,49,750 <sup>(1)</sup>	2	-	-
June 17, 2010	Bonus	20,37,03,616 <sup>(2)</sup>	2	-	-
June 15, 2017	Bonus	37,09,56,000	2	-	-
March 8, 2019	Bonus	24,73,03,999	2	-	-
December 4, 2024	Bonus	88,39,13,365	2	-	-
June 9, 2025	Block Trade inter-se purchase from Azim Premji Trust	11,90,00,000	2	250	Cash
<b>Total</b>		<b>1,88,68,26,730</b>			

**Note:**

1. Out of the originally allotted 15,34,50,000 Equity Shares of ₹ 2/- each as bonus as of August 24, 2005, an aggregate of 5,02,69,956 Equity Shares were accepted on September 9, 2019 pursuant to the buyback by the Company at a price of ₹ 325/- per Equity Share. Further, an aggregate of 1,00,00,000 Equity Shares were tendered and accepted on January 15, 2021 pursuant to the buyback by the Company at a price of ₹ 400/- per Equity Share. Further, on July 4, 2023, an aggregate of 3,12,30,294 Equity Shares were tendered and accepted pursuant to the buy back by the Company at ₹ 445/- per Equity Share.
2. Out of the originally allotted 21,75,06,000 Equity Shares of ₹ 2/- each as bonus as of June 17, 2010, an aggregate of 1,38,02,384 Equity Shares were tendered and accepted on July 4, 2023, pursuant to the buy back by the Company at ₹ 445/- per Equity Share.

## (vi) Mr. Azim Hasham Premji Partner Representing Prazim Traders

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
June 29, 2004	Bonus	75,44,420 <sup>(1)</sup>	2	-	-
August 24, 2005	Bonus	5,41,69,500 <sup>(2)</sup>	2	-	-
June 17, 2010	Bonus	20,18,79,692 <sup>(3)</sup>	2	-	-
March 19, 2013	Block Trade inter-se purchase from Hasham Traders	72,10,711 <sup>(4)</sup>	2	440.05	Cash
June 15, 2017	Bonus	45,29,06,791	2	-	-
March 8, 2019	Bonus	29,69,37,859	2	-	-
December 4, 2024	Bonus	1,02,06,48,973	2	-	-
June 9, 2025	Block Trade inter-se purchase from Azim Premji Trust	5,95,00,000	2	250	Cash
June 11, 2025	Block Trade inter-se purchase from Azim Premji Trust	5,95,00,000	2	258.99	Cash
<b>Total</b>		<b>2,16,02,97,946</b>			

**Note:**

1. Out of originally allotted 6,39,99,500 Equity Shares of ₹ 2/- each as bonus as of June 29, 2004,
  - a. An aggregate of 1,50,00,000 Equity Shares were sold on December 20, 2017, of which 98,30,000 Equity Shares were out of this allotment
  - b. An aggregate of 6,03,59,126 Equity Shares were tendered and accepted pursuant to the buyback by the Company on September 9, 2019 at a price of ₹ 325/- per Equity Share, of which 2,44,69,195 Equity Shares were out of this allotment
  - c. An aggregate of 5,42,89,214 Equity Shares were tendered and accepted pursuant to the buyback by the Company on July 4, 2023 at a price of ₹ 445/- per Equity Share, of which 2,21,55,885 Equity Shares were out of this allotment.
2. Out of originally allotted 16,25,08,500 Equity Shares of ₹ 2/- each as bonus,
  - a. An aggregate of 1,50,00,000 Equity Shares were sold on December 20, 2017, of which 51,70,000 Equity Shares were out of this allotment.

- b. An aggregate of 6,03,59,126 Equity Shares were tendered and accepted pursuant to the buyback by the Company on September 9, 2019 at a price of ₹ 325/- per Equity Share, of which 3,45,72,622 Equity Shares were out of this allotment.
  - c. 75,00,000 Equity Shares were tendered and accepted pursuant to the buyback by the Company on January 15, 2021 at a price of ₹ 400/- per Equity Share.
  - d. An aggregate of 5,42,89,214 Equity Shares were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share on July 4, 2023, of which 3,09,40,558 Equity Shares were from this allotment.
  - e. Further, an aggregate of 4,49,54,128 Equity Shares were sold by way of block trade on November 8, 2024 at a price of ₹ 560/- per Equity Share, of which 3,01,55,820 Equity Shares, pertains to this allotment.
3. Out of originally allotted 21,66,78,000 Equity Shares of ₹ 2/- each as bonus, an aggregate of 4,49,54,128 Equity Shares were sold by way of block trade on November 8, 2024 at a price of ₹ 560/- per Equity Share, of which 1,47,98,308 Equity Shares, pertains to this allotment.
  4. Out of originally acquired 97,20,791 Equity Shares of ₹2/- each through inter-se purchase from Hasham Traders,
    - a. 13,17,309 Equity Shares were tendered and accepted pursuant to the buyback by the Company on September 9, 2019 at a price of ₹ 325/- per Equity Share. This is part of the aggregate of 6,03,59,126 Equity Shares tendered and accepted on September 9, 2019 pursuant to buyback by the Company at a price of ₹ 325/- per Equity Share.
    - b. 11,92,771 Equity Shares were tendered and accepted pursuant to the buyback by the Company on July 4, 2023 at a price of ₹ 445/- per Equity Share. This is part of the aggregate of 5,42,89,214 Equity Shares tendered and accepted on July 4, 2023 pursuant to buyback by the Company at a price of ₹ 445/- per Equity Share.

(vii) Mr. Azim Hasham Premji Partner Representing Zash Traders

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue / Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
June 29, 2004	Bonus	75,26,496 <sup>(1)</sup>	2	-	-
August 24, 2005	Bonus	5,69,66,737 <sup>(2)</sup>	2	-	-
June 17, 2010	Bonus	21,61,63,200	2	-	-
March 19, 2013	Block Trade inter-se purchase from Hasham Traders	72,10,710 <sup>(3)</sup>	2	440.05	Cash
June 15, 2017	Bonus	45,16,19,790	2	-	-
March 8, 2019	Bonus	30,10,79,858	2	-	-
December 4, 2024	Bonus	1,04,05,66,791	2	-	-
June 11, 2025	Block Trade inter-se purchase from Azim Premji Trust	12,10,00,000	2	258.99	Cash
<b>Total</b>		<b>2,20,21,33,582</b>			

**Note:**

1. Out of originally allotted 6,36,13,400 Equity Shares of ₹ 2/- each as bonus as of June 29, 2004,
  - a. An aggregate of 6,12,01,078 Equity Shares were tendered and accepted pursuant to buyback by the Company on September 9, 2019 at a price of ₹ 325/- per Equity Share. Of which 3,39,83,659 Equity Shares pertains to this allotment.
  - b. On July 4, 2023, an aggregate of 5,50,51,569 Equity Shares were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share. Of which, an aggregate of 2,21,03,245 Equity Shares pertains to this allotment.
2. Out of originally allotted 16,21,22,400 Equity Shares of ₹ 2/- each as bonus, as of August 24, 2005:
  - a. 2,59,00,110 Equity Shares were tendered and accepted pursuant to the buyback by the Company on September 9, 2019 at a price of ₹ 325/- per Equity Share. This is part of the aggregate of 6,12,01,078 Equity Shares tendered and accepted pursuant to buyback by the Company on September 9, 2019 at a price of ₹ 325/- per Equity Share.
  - b. 75,00,000 Equity Shares were tendered and accepted pursuant to the buyback by the Company on January 15, 2021 at a price of ₹ 400/- per Equity Share.
  - c. 4,00,00,000 Equity Shares were sold by way of block trade on November 8, 2024 at a price of ₹ 560/- per Equity share.
  - d. On July 4, 2023, an aggregate of 5,50,51,569 Equity Shares were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share. Of which, an aggregate of 3,17,55,553 Equity Shares forming part of this allotment.
3. Out of originally acquired 97,20,790 Equity Shares of ₹ 2/- each through inter-se purchase from Hasham Traders, 13,17,309 Equity Shares were tendered and accepted pursuant to the buyback by the Company on September 9, 2019 at a price of ₹ 325/- per Equity Share. This is part of the aggregate of 6,12,01,078 Equity Shares tendered and accepted pursuant to buyback by the Company on September

9, 2019 at a price of ₹325/- per Equity Share. On July 4, 2023, an aggregate of 5,50,51,569 Equity Shares were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share. Of which, an aggregate of 11,92,771 Equity Shares forming part of this allotment.

(viii) Hasham Investment and Trading Co. Private Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue / Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
July 7, 2015	Shares received under court approved scheme of amalgamation	4,17,623 <sup>(1)</sup>	2	-	-
June 15, 2017	Bonus	5,62,998	2	-	-
March 8, 2019	Bonus	3,75,332	2	-	-
December 4, 2024	Bonus	13,55,953	2	-	-
<b>Total</b>		<b>27,11,906</b>			

**Note:**

- Originally received 5,62,998 Equity Shares of ₹ 2/- each under court approved scheme of amalgamation, out of which an aggregate of 76,294 Equity Shares were tendered and accepted on September 9, 2019 pursuant to the buyback by the Company at a price of ₹ 325/- per Equity Share. Further, on July 4, 2023, an aggregate of 69,081 Equity Shares were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share.

(ix) Azim Premji Philanthropic Initiatives Private Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue / Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
June 15, 2017	Bonus	86,60,363 <sup>(1)</sup>	2	-	-
March 8, 2019	Bonus	52,02,052	2	-	-
December 4, 2024	Bonus	1,38,62,415	2	-	-
<b>Total</b>		<b>2,77,24,830<sup>(2)</sup></b>			

**Note:**

- Originally allotted 1,00,69,955 Equity Shares of ₹ 2/- each as bonus, out of which an aggregate of 51,82,115 Equity Shares were accepted on January 15, 2021 pursuant to the buyback by the Company at a price of ₹ 400/- per Equity Share of which 7,03,344 Equity Shares was part of this allotment. Further, on July 4, 2023, an aggregate of 7,06,248 Equity Shares were tendered and accepted pursuant to the buyback by the Company at a price of ₹ 445/- per Equity Share.
- Mr. Azim H Premji has disclaimed the beneficial ownership of shares held by M/s Azim Premji Philanthropic Initiatives Private Limited.

(x) Azim Premji Trust

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue/ Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
March 8, 2019	Bonus	14,87,92,983 <sup>(1)</sup>	2	-	-
December 4, 2024	Bonus	53,15,92,983	2	-	-
<b>Total</b>		<b>68,03,85,966<sup>(2)</sup></b>			

**Note:**

- Originally allotted 20,61,53,875 Equity Shares of ₹ 2/- each as bonus on March 8, 2019. An aggregate of 18,05,00,000 Equity Shares were transferred on June 11, 2025 inter-se to promoters Prazim Traders, and Zash Traders, of which 5,73,60,892 Equity Shares were out of this allotment.
- Mr. Azim H Premji has disclaimed the beneficial ownership of shares held by M/s. Azim Premji Trust.

(xi) Prazim Trading and Investment Company Private Limited

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue / Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
November 8, 2024	Block Trade inter-se purchase from Prazim	8,49,54,128	2	560	Cash

Date of Transaction	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Issue / Acquisition Price (₹)	Consideration (Cash, other than cash etc.)
	Traders and Zash Traders				
December 4, 2024	Bonus	8,49,54,128	2	-	-
June 9, 2025	Block Trade inter-se purchase from Azim Premji Trust	2,38,00,000	2	250	Cash
<b>Total</b>		<b>19,37,08,256</b>			

## 8. AUTHORITY FOR THE BUYBACK

- 8.1 The Buyback is in accordance with Article 8.2 of the Articles, Sections 68, 69, 70, 108 and 110 and all other applicable provisions of the Companies Act, the SCD Rules, the Management Rules, LODR Regulations and the Buyback Regulations. The Buyback is subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board.
- 8.2 The Buyback has been duly authorised by a resolution of the Board of Directors dated April 16, 2026. The Equity Shareholders have approved the Buyback by a special resolution passed by postal ballot through remote e-voting in accordance with the provisions of Section 110 of the Companies Act and Rule 22 of the Management Rules, the results of which were declared on May 21, 2026.

## 9. NECESSITY OF THE BUYBACK

- 9.1 The Buyback is being undertaken by the Company to return surplus funds to its equity shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. The Buyback is being undertaken, inter alia, for the following reasons:
- (i) The Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby enhancing the overall return to shareholders;
  - (ii) The Buyback, which is being implemented through the tender offer route as prescribed under the Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for small shareholders. The Company believes that this reservation of up to 15% for small shareholders would benefit a large number of the Company's public shareholders, who would be classified as "Small Shareholders" under the Buyback Regulations;
  - (iii) The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company; and
  - (iv) The Buyback gives the Eligible Shareholders (as defined below) the choice to either (A) participate in the Buyback and receive cash in lieu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment.

## 10. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

- 10.1 The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company, except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up

to their Buyback Entitlement, the funds deployed by the Company towards the Buyback would be ₹ 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only) excluding Transaction Costs.

- 10.2 Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the Promoter and Promoter Group post completion of the Buyback may increase from 72.53% to 73.01%. Also, if none of the public shareholders participate and only the Promoter and Promoter Group participate to the extent of the Buyback Entitlement, their shareholding may reduce from 72.53% to 71.48% of the total equity share capital of the Company.
- 10.3 Assuming that the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the public and others post Buyback may decrease from 27.27% to 26.99%.
- 10.4 The Buyback shall not result in a change in control or otherwise affect the existing management structure of the Company.
- 10.5 Consequent to the Buyback and based on the number of Equity Shares bought back from Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change. The FIIs/ FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback.
- 10.6 The debt-equity ratio following the Buyback, both on standalone and consolidated basis, shall be compliant with the permissible limit of 2:1 prescribed by the Companies Act even if the response to the Buyback is to the extent of 100% (full Acceptance) from all the Eligible Shareholders up to their Buyback Entitlement.
- 10.7 The Buyback is not expected to impact growth opportunities for the Company.
- 10.8 The Promoter and Promoter Group or their associates shall not deal in the Equity Shares of the Company on the Stock Exchanges or off market, including by way of inter-se transfer(s) of Equity Shares among the Promoter and Promoter Group, during the period from the date of passing the special resolution by the shareholders of the Company till the closing of the offer.
- 10.9 Except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of either six months or one year, as the case may be, under the Companies Act and Buyback Regulations, respectively, from the expiry of the Buyback Period.
- 10.10 Subject to applicable law, the Company shall not issue any Equity Shares or other specified securities, including by way of bonus issue till the expiry of the Buyback Period, except in discharge of subsisting obligations through conversion of stock option schemes into Equity Shares. As of the date of the Public Announcement, the Company has 9,12,03,496 (Nine Crore Twelve Lakh Three Thousand Four Hundred and Ninety-Six only) Restricted Stock Units (“RSUs”) and American Depository Securities - Restricted Stock Units (“ADS-RSUs”), which the Company may honour under its RSU and ADS-RSU schemes, respectively. Further, there is no potential impact of subsisting obligations.
- 10.11 The Company is not undertaking the Buyback so as to delist its shares from the Stock Exchanges.
- 10.12 Salient financial parameters consequent to the Buyback based on the standalone audited financial statements as on March 31, 2026 are as under:

Parameters (based on audited standalone financial statements for the year ended March 31, 2026)	Pre-Buyback	Post-Buyback
Net Worth (₹ in millions) <sup>(1)</sup>	636,797	486,797
Return on Net Worth (%) <sup>(2)</sup>	19.05	24.92
Earnings Per Share – Basic (in ₹) <sup>(3)(4)</sup>	11.59	12.28
Earnings Per Share – Diluted (in ₹) <sup>(3)(4)</sup>	11.55	12.25

Parameters (based on audited standalone financial statements for the year ended March 31, 2026)	Pre-Buyback	Post-Buyback
Book Value per Equity Share (in ₹) <sup>(5)</sup>	60.71	49.23
P/E as per latest audited financial results <sup>(6)(7)</sup>	17.51	16.52
Total Debt/Equity Ratio (in times) <sup>(8)</sup>	0.10	0.13

**Note:**

- (1) Net Worth is excluding revaluation reserves and miscellaneous expenditure to the extent not written off. The post Buyback Net Worth is only adjusted for the Buyback Size of ₹ 1,50,00,00,00,000 (Rupees Fifteen Thousand Crore only).
- (2) Return on Net Worth = Profit After Tax / Net Worth (excluding revaluation reserves).
- (3) Earnings per Share = Profit After Tax / Weighted Average Number of shares outstanding for the period.
- (4) Earnings per Share post buyback is computed after reducing proposed buyback shares from weighted average number of shares outstanding for the period.
- (5) Book value per Share = Net Worth (excluding Revaluation Reserves)/Number of shares at the end of the period.
- (6) P/E as per latest audited financial results = Market Value per share / Earnings per share
- (7) Market value has been taken as ₹202.87 (price on NSE as of April 9, 2026 for both pre and post buyback) for P/E ratio as the date of intimation of the Board Meeting for considering the Buyback was April 9, 2026.
- (8) Total Debt/ Equity Ratio = Total Debt / Net Worth (excluding revaluation reserves)
  - Total Debt includes non-current borrowings (including current maturities) and current borrowings (including working capital loans)

The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in any impact in the statement of profit and loss due to reduction in cash.

- 10.13 Salient financial parameters consequent to the Buyback based on the consolidated audited financial statements as on March 31, 2026 are as under:

Parameters (based on audited consolidated financial statements for the year ended March 31, 2026)	Pre Buyback	Post Buyback
Net Worth (₹ in millions) <sup>(1)</sup>	880,183	730,183
Return on Net Worth (%) <sup>(2)</sup>	14.99	18.07
Earnings Per Share – Basic (in ₹) <sup>(3)(4)</sup>	12.60	13.36
Earnings Per Share – Diluted (in ₹) <sup>(3)(4)</sup>	12.56	13.33
Book Value per Equity Share (in ₹) <sup>(5)</sup>	83.92	73.84
P/E as per latest audited financial results <sup>(6)(7)</sup>	16.10	15.18
Total Debt/Equity Ratio (in times) <sup>(8)</sup>	0.19	0.23

**Note:**

- (1) Net Worth is excluding revaluation reserves and miscellaneous expenditure to the extent not written off. The post Buyback Net Worth is only adjusted for the Buyback Size of ₹ 1,50,00,00,00,000 (Rupees Fifteen Thousand Crore only).
- (2) Return on Net Worth = Profit After Tax attributable to equity holders of the Company / Net Worth (excluding revaluation reserves).
- (3) Earnings per Share = Profit After Tax attributable to equity holders of the Company / Weighted Average Number of shares outstanding for the period
- (4) Earnings per Share post buyback is computed after reducing proposed buyback shares from weighted average number of shares outstanding for the period
- (5) Book value per Share = Net Worth (excluding Revaluation Reserves) / Number of shares at the end of the period
- (6) P/E as per latest audited financial results = Market Value per Share / Earnings per Share
- (7) Market value has been taken as ₹ 202.87 (price on NSE as of April 09, 2026 for both pre and post buyback) for P/E ratio as the date of intimation of the Board Meeting for considering the Buyback was April 09, 2026.
- (8) Total Debt/ Equity Ratio = Total Debt / Net Worth (excluding revaluation reserves)
  - Total Debt includes non-current borrowings (including current maturities) and current borrowings (including working capital loans)

The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in any impact in the statement of profit and loss due to reduction in cash.

## 11. BASIS OF CALCULATING THE BUYBACK PRICE

- 11.1 The Equity Shares of the Company are proposed to be bought back at the Buyback Price, i.e., ₹ 250/- (Rupees Two Hundred and Fifty only) per Equity Share.
- 11.2 The Buyback Price of ₹ 250/- (Rupees Two Hundred and Fifty only) per Equity Share has been arrived at after considering various factors such as (i) the share price benchmarks on the NSE,

the stock exchange where the maximum volume of trading in the Equity Shares is recorded, (ii) the net worth of the Company, and (iii) the impact on the earnings per Equity Share.

- 11.3 The Buyback Price represents a premium of 16.30% over the volume weighted average market price of the Equity Shares on the NSE for the 60 (sixty) trading days preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback and 28.51% over the volume weighted average market price of the Equity Shares on the NSE for the 10 (ten) trading days preceding the date of intimation to the Stock Exchanges of the Board Meeting to consider the proposal of the Buyback. The closing market price of the Equity Shares as on the trading day prior to the date of intimation of the Board Meeting for considering the Buyback, being April 08, 2026, was ₹ 203.42 (Rupees Two Hundred Three and Forty-Two Paise only) on NSE and ₹ 203.30 (Rupees Two Hundred Three and Thirty Paise only) on BSE.
- 11.4 The Buyback Price is at a premium of 311.77% of the book value per Equity Share of the Company, which as of March 31, 2026 was ₹ 60.71 (Rupees Sixty and Seventy-One Paise only) per Equity Share, on a standalone basis.
- 11.5 The basic and diluted earnings per Equity Share of the Company prior to the Buyback, for the one year ended March 31, 2026 was ₹ 11.59 (Rupees Eleven and Fifty-Nine Paise only) and ₹ 11.55 (Rupees Eleven and Fifty-Five Paise only) per Equity Share, respectively on a standalone basis. Assuming full acceptance under the Buyback, the basic and diluted earnings per Equity Share of the Company will be ₹ 12.28 (Rupees Twelve and Twenty-Eight Paise only) and ₹ 12.25 (Rupees Twelve and Twenty-Five Paise only) per Equity Share post the Buyback, respectively on a standalone basis.
- 11.6 The return on net worth of the Company was 19.05% for the 12 months ended March 31, 2026 on a standalone basis, which will increase to 24.92% post Buyback, on a standalone basis, assuming full acceptance of the Buyback.

## **12. SOURCES OF FUNDS FOR THE BUYBACK**

- 12.1 Assuming that the response to the Buyback is to the extent of 100% (full Acceptance), the funds that would be utilised by the Company for the purpose of the Buyback would be ₹ 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only).
- 12.2 The funds for the Buyback will be sourced from current balances of cash and cash equivalents and/or internal accruals of the Company. The Company does not intend to raise additional debt for the explicit purposes of the Buyback. Borrowed funds will not be used for the Buyback.
- 12.3 This Buyback is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buyback, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.
- 12.4 The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back to the capital redemption reserve account, and details of such transfer shall be disclosed in its subsequent audited financial statements. The funds borrowed, if any, from banks and financial institutions will not be used for the Buyback.

## **13. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN**

- 13.1 In accordance with Regulation 9(xi) of the Buyback Regulations, the Company has appointed Standard Chartered Bank, having its principal office at 1 Basinghall Avenue, London, EC2V 5DD and having its principal place of business in India at 112, "Serenity", 3rd Floor, East Wing, Koramangala Industrial Area, 5th Block, Koramangala, Bangalore 560 095, Karnataka, India, as the Escrow Agent. The Company, the Manager to the Buyback and the Escrow Agent have entered into an Escrow Agreement dated May 22, 2026 pursuant to which the Escrow Account in the name and style "**WIPRO – BUYBACK 2026 – ESCROW ACCOUNT**" bearing account number 45505447178 has been opened with the Escrow Agent. The Manager is empowered to operate the Escrow Account in accordance with the Buyback Regulations. In order to satisfy the obligations under Regulations 9(xi) of the Buyback Regulations, a bank guarantee has been issued in favour of the Manager to the Buyback. Accordingly, the Company has deposited 2.5%

of the Buyback Size i.e., ₹ 3,75,00,00,000 (Rupees Three Hundred and Seventy-Five Crore only) into the Escrow Account.

- 13.2 In accordance with Regulation 10 of the Buyback Regulations, the Company shall immediately after the closure of the Tendering Period deposit the amount of consideration payable to Eligible Shareholders in a special escrow account with the Escrow Agent. Such consideration would be the aggregate of 90% of the amount lying in the Escrow Account and the balance amount payable to the Eligible Shareholders, and will constitute the entire sum due and payable as consideration for the Buyback in terms of the Buyback Regulations.
- 13.3 The Company has adequate and firm financial resources to fulfil the obligations under the Buyback and the same has been certified by M/s. D. Prasanna & Co., Chartered Accountants, having its office at #192, S.C. Road, Basavanagudi, Bengaluru – 560004, India (Telephone: +91 98451 67131; Membership No.: 211367; Firm Registration No.: 009619S), vide a certificate dated May 22, 2026.
- 13.4 Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the Buyback Regulations.

#### 14. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 14.1 The present capital structure of the Company (as on date of this Letter of Offer) is as follows:

(₹ In million)		
Sr. No.	Particulars	Pre Buyback
<b>1</b>	<b>Authorised Share Capital:</b>	
	12,54,35,00,000 Equity Shares of ₹ 2 each	25,087
	2,50,00,000 Preference Shares of ₹ 10 each	250
	1,50,000 10% Optionally Convertible Cumulative Preference Shares of ₹100 each	15
	<b>Total</b>	<b>25,352</b>
<b>2</b>	<b>Issued, Subscribed and Paid-up Capital:</b>	
	10,50,22,70,387 Equity Shares of ₹ 2 each	21,004
	<b>Total</b>	<b>21,004</b>

- 14.2 Assuming full Acceptance in the Buyback, the capital structure of the Company post Buyback would be as follows:

(₹ In million)		
Sr. No.	Particulars	Post Buyback
<b>1</b>	<b>Authorised Share Capital:</b>	
	12,54,35,00,000 Equity Shares of ₹ 2 each	25,087
	2,50,00,000 Preference Shares of ₹ 10 each	250
	1,50,000 10% Optionally Convertible Cumulative Preference Shares of ₹100 each	15
	<b>Total</b>	<b>25,352</b>
<b>2</b>	<b>Issued, Subscribed and Paid-up Capital:</b>	
	9,90,22,70,387 Equity Shares of ₹ 2 each	19,804
	<b>Total</b>	<b>19,804</b>

- 14.3 Details of buyback programmes undertaken by the Company in the last three years are given below:

Sr. No.	Opening Date	Closing Date	Method of Buyback	Equity Shares Bought Back
1	22 June 2023	30 June 2023	Tender offer	26,96,62,921

14.4 The Company confirms that:

- (i) all the Equity Shares of the Company for Buyback are fully paid-up;
- (ii) the Company shall not issue any Equity Shares or specified securities including by way of bonus issue till the expiry of the Buyback Period, except in discharge of subsisting obligations through conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. As of the date of the Public Announcement, the Company has 9,12,03,496 (Nine Crore Twelve Lakh Three Thousand Four Hundred and Ninety-Six only) RSUs and ADR-RSUs, which the Company may honour under its RSU and ADS-RSU schemes, respectively. Further, there is no potential impact of subsisting obligations;
- (iii) the Company shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new Equity Shares under Section 62(1)(a) of the Companies Act or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
- (iv) except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of either 6 (six) months or 1 (one) year, as the case may be, under the Companies Act and Buyback Regulations, respectively, from the expiry of the Buyback Period;
- (v) the Company shall not buyback its Equity Shares from any person through a negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (vi) the Company has not completed a buyback of any of its securities during the period of 1 (one) year reckoned from the date of expiry of Buyback Period of the preceding offer of buyback;
- (vii) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- (viii) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (ix) there are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon);
- (x) the Company has been in compliance with Section 92, 123, 127 and 129 of the Companies Act;
- (xi) The aggregate amount of the Buyback i.e. ₹ 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only) does not exceed 25% of the aggregate of the total paid-up capital and free reserves of the Company as per the latest audited standalone and consolidated balance sheet of the Company as on March 31, 2026;
- (xii) the maximum number of Equity Shares proposed to be purchased under the Buyback, up to 60,00,00,000 (Sixty Crore) Equity Shares, does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the latest audited standalone and consolidated balance sheet of the Company as on March 31, 2026;
- (xiii) the Company shall not make any offer of buyback within a period of 1 (one) year reckoned from the date of expiry of the Buyback Period;

- (xiv) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act;
- (xv) in accordance with Regulation 5(i)(c) and Clause (xii) of Schedule I of the Buyback Regulations, the Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case of a breach of any covenant with such lenders. The Company confirms that covenants with lenders are not being breached pursuant to the Buyback;
- (xvi) the Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;
- (xvii) the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the Buyback Regulations and any other applicable laws;
- (xviii) the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xix) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;
- (xx) the Company shall transfer from its free reserves or securities premium account and/or such other sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- (xxi) as per Regulation 24(i)(e) of the Buyback Regulations, the promoters and members of promoter group, and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter se transfer of Equity Shares) among the promoters and members of promoter group) from the date of the special resolution approving the Buyback till the closing of the Buyback offer;
- (xxii) the Company shall ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed (if applicable) in the manner prescribed under the Buyback Regulations and the Companies Act, including the rules made thereunder, within the specified timelines;
- (xxiii) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback based on both standalone and consolidated financial statements of the Company, whichever sets out the lower amount; and
- (xxiv) the Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies.

14.5 The pre and post Buyback shareholding pattern of the Company is as follows:

Category of Shareholder	Pre Buyback		Post Buyback <sup>(1)</sup>	
	No. of Shares	% to the existing Equity Share capital	No. of Shares	% to post Buyback Equity Share capital
Promoter and Promoter Group	7,61,68,40,898	72.53	7,23,01,06,517	73.01
Foreign Investors (Including ADRs, Non-Resident Indians, FIIs, FPIs, Foreign Nationals, and Overseas Corporate Bodies)	1,21,68,26,162	11.59		
Financial Institutions/Banks, NBFCs and Mutual Funds	59,08,46,761	5.63	2,67,21,63,870	26.99

Category of Shareholder	Pre Buyback		Post Buyback <sup>(1)</sup>	
	No. of Shares	% to the existing Equity Share capital	No. of Shares	% to post Buyback Equity Share capital
Others (Public, Bodies Corporate, Clearing Members, Trusts and HUF)	1,07,77,56,566	10.26		
<b>Total</b>	<b>10,50,22,70,387</b>	<b>100.00</b>	<b>9,90,22,70,387</b>	<b>100.00</b>

**Note:**

1. Assuming response to the Buyback is to the extent of 100% (full Acceptance) from all the Equity Shareholders of the Equity Shares up to their Buyback Entitlement.

14.6 Please refer to paragraph 6.8 on page 20 and 14.5 of this Letter of Offer for details regarding shareholding (pre and post Buyback) of the Promoter/Promoter Group in the Company.

14.7 Aggregate shares purchased or sold by the Promoter and Promoter Group, persons in control, Directors of companies which are a part of the Promoter and Promoter Group of the Company during a period of twelve months preceding the date of Public Announcement, i.e., May 22, 2026 and the public announcement was published on May 25, 2026: **None**

14.7.1 Aggregate of shares purchased or sold by the Promoter and Promoter Group and persons who are in control: **None**

14.7.2 Aggregate shares purchased or sold by the Directors of companies which are part of the Promoter and Promoter Group: Except as disclosed below, no Equity Shares have been purchased or sold by any of the Directors of Companies which are part of the Promoter and Promoter Group:

1. Ayyagari Lakshmanarao

Name of the Promoter Company	Aggregate number of shares purchased/ sold	Nature of transaction	Maximum Price per Share (₹)	Date of Maximum Price	Minimum Price per Share (₹)	Date of Minimum Price
Hasham Investment and Trading Co Private Limited	4,850	Sale	270.90	Jan 8, 2026	261.35	Jan 8, 2026
and Prazim Trading and Investment Company Private Limited	1,150	Sale	268.88	Dec 26, 2025	265.74	Dec 26, 2025
	1,850	Sale	271.40	July 4, 2025	267.50	July 4, 2025
	1,890	Sale	271.30	June 26, 2025	267.19	June 26, 2025
	2,500	Sale	249.81	June 4, 2025	246.51	June 4, 2025

## 15. BRIEF INFORMATION OF THE COMPANY

### 15.1 History of the Company

- (i) The Company was originally incorporated on December 29, 1945, and is a leading global information technology, consulting and business process services company. The Company has over 2,50,000 dedicated employees serving clients across six continents. The name of the Company was changed from Western India Vegetable Products Limited to Wipro Products Limited on June 7, 1977, and subsequently to Wipro Limited on April 28, 1984.
- (ii) The Company has its registered office situated at Doddakannelli, Sarjapur Road, Bengaluru-560 035, India. The Company shifted its registered office from the State of Maharashtra to the State of Karnataka on July 10, 1996.
- (iii) The Equity Shares of the Company were listed in the year 1995 on the NSE (Code: Wipro) and an application for listing of equity shares was filed with BSE in the year

1946-47 (Code: 507685). The ADRs of the Company were listed on NYSE (Code: WIT) in the year 2000. The ISIN Number of the Company is INE075A01022.

- (iv) Pursuant to the order dated June 6, 2025 of the Hon'ble National Company Law Tribunal, Bengaluru Bench, the scheme of amalgamation for the merger of the wholly owned subsidiaries, namely Wipro HR Services India Private Limited, Wipro Overseas IT Services Private Limited, Wipro Technology Product Services Private Limited, Wipro Trademarks Holding Limited and Wipro VLSI Design Services India Private Limited ("Merger"), with and into Wipro Limited, was approved. Under the scheme, the appointed date is April 1, 2025.

## 15.2 Growth of Business

- (i) On standalone basis, for the financial years ended March 31, 2026, March 31, 2025 (restated on account of merger) and March 31, 2024, the Company recorded total income ₹ 760,942 million, ₹ 725,227 million and ₹ 698,382 million respectively, and profit after tax of ₹ 121,296 million, ₹ 109,131 million, and ₹ 91,186 million respectively.

- 15.3 The details of changes in the share capital of the Company since incorporation as certified by the Company is as follows:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative paid-up share capital (₹)
January 22, 1946	550	100	100	Cash	550	55,000
January 22, 1946	7,300	100	100	Cash	7,850	7,85,000
April 12, 1946	9,150	100	100	Cash	17,000	17,00,000
March 31, 1971	5,667	100	NA	Bonus <sup>(1)</sup>	22,667	22,66,700
July 4, 1980	22,667	100	NA	Bonus <sup>(2)</sup>	45,334	45,33,400
March 12, 1985	1,500	100	100	Cash	46,834	46,83,400
May 7, 1985	45,334	100	NA	Bonus <sup>(3)</sup>	92,168	92,16,800
March 24, 1987	-	10	NA	Stock Split <sup>(4)</sup>	9,21,680	92,16,800
June 30, 1987	9,21,680	10	NA	Bonus <sup>(5)</sup>	18,43,360	1,84,33,600
January 15, 1990	18,43,360	10	NA	Bonus <sup>(6)</sup>	36,86,720	3,68,67,200
November 23, 1992	36,86,720	10	NA	Bonus <sup>(7)</sup>	73,73,440	7,37,34,400
July 7, 1995	2,65,105	10	NA	Merger <sup>(8)</sup>	76,38,545	7,63,85,450
July 7, 1995	76,38,545	10	NA	Bonus <sup>(9)</sup>	1,52,77,090	15,27,70,900
December 4, 1997	3,05,54,180	10	NA	Bonus <sup>(10)</sup>	4,58,31,270	45,83,12,700
October 14, 1999	-	2	NA	Stock Split <sup>(11)</sup>	22,91,56,350	45,83,12,700
October 19, 2000	27,50,000	2	\$41.375 per share <sup>(12)</sup>	Cash <sup>(13)</sup>	23,19,06,350	46,38,12,700
October 30, 2000	4,12,500				23,23,18,850	46,46,37,700
October 31, 2000 – March 31, 2001	1,14,169	2	2	Cash <sup>(14)</sup>	23,24,33,019	46,48,66,038
April 1, 2001-March 31, 2002	32,670	2	2	Cash <sup>(15)</sup>	23,24,65,689	46,49,31,378
April 1, 2002-March 31, 2003	98,303	2	2	Cash <sup>(16)</sup>	23,25,63,992	46,51,27,984
April 1, 2003-March 31, 2004	1,95,160	2	2	Cash <sup>(17)</sup>	23,27,59,152	46,55,18,304
April 1, 2004-June 28, 2004	56,478	2	2	Cash <sup>(18)</sup>	23,28,15,630	46,56,31,260
June 29, 2004	46,56,31,260	2	NA	Bonus <sup>(19)</sup>	69,84,46,890	1,39,68,93,780

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative paid-up share capital (₹)
June 30, 2004-March 31, 2005	51,23,632	2	2	Cash <sup>(20)</sup>	70,35,70,522	1,40,71,41,044
April 1, 2005-August 23, 2005	23,23,052	2	2	Cash <sup>(21)</sup>	70,58,93,574	1,41,17,87,148
August 24, 2005	70,58,93,574	2	NA	Bonus <sup>(22)</sup>	1,41,17,87,148	2,82,35,74,296
August 25, 2005-March 31, 2006	1,39,67,119	2	2	Cash <sup>(23)</sup>	1,42,57,54,267	2,85,15,08,534
April 1, 2006-March 31, 2007	3,32,45,383	2	2	Cash <sup>(24)</sup>	1,45,89,99,650	2,91,79,99,300
April 1, 2007-March 31, 2008	24,53,670	2	2	Cash <sup>(25)</sup>	1,46,14,53,320	2,92,29,06,640
April 1, 2008 to March 25, 2009	25,58,623	2	2	Cash <sup>(26)</sup>	1,46,40,11,943	2,92,80,23,886
March 26, 2009	9,68,803	2	2	Cash <sup>(27)</sup>	1,46,49,80,746	2,92,99,61,492
April 1, 2009 to June 16, 2010	46,66,940	2	2	Cash <sup>(28)</sup>	1,46,96,47,686	2,93,92,95,372
June 17, 2010	97,97,65,124	2	NA	Bonus <sup>(29)</sup>	2,44,94,12,810	4,89,88,25,620
June 18, 2010 to March 31, 2011	49,96,335	2	2	Cash <sup>(30)</sup>	2,45,44,09,145	4,90,88,18,290
April 1, 2011 to March 31, 2012	43,47,083	2	2	Cash <sup>(31)</sup>	2,45,87,56,228	4,91,75,12,456
April 1, 2012 to March 31, 2013	41,78,502	2	2	Cash <sup>(32)</sup>	2,46,29,34,730	4,92,58,69,460
April 1, 2013 to March 31, 2014	33,82,543	2	2	Cash <sup>(33)</sup>	2,46,63,17,273	4,93,26,34,546
April 1, 2014 to March 31, 2015	27,25,765	2	2	Cash <sup>(34)</sup>	2,46,90,43,038	4,93,80,86,076
April 1, 2015 to July 6, 2016	16,70,252	2	2	Cash <sup>(35)</sup>	2,47,07,13,290	4,94,14,26,580
July 7, 2016	(4,00,00,000)	2	NA	Buyback <sup>(36)</sup>	2,43,07,13,290	4,86,14,26,580
July 8, 2016 to March 31, 2017	1,87,275	2	2	Cash <sup>(37)</sup>	2,43,09,00,565	4,86,18,01,130
April 1, 2017 to June 14, 2017	21,73,762	2	2	Cash <sup>(38)</sup>	2,43,30,74,327	4,86,61,48,654
June 15, 2017	2,43,30,74,327	2	NA	Bonus <sup>(39)</sup>	4,86,61,48,654	9,73,22,97,308
June 16, 2017 to December 18, 2017	5,42,117	2	2	Cash <sup>(40)</sup>	4,86,66,90,771	9,73,33,81,542
December 19, 2017	(34,37,50,000)	2	NA	Buyback <sup>(41)</sup>	4,52,29,40,771	9,04,58,81,542
December 20, 2017 to March 31, 2018	843,720	2	2	Cash <sup>(42)</sup>	4,52,37,84,491	9,04,75,68,982
April 1, 2018 to March 7, 2019	16,23,050	2	2	Cash <sup>(43)</sup>	4,52,54,07,541	9,05,08,15,082
March 8, 2019	1,508,469,180	2	NA	Bonus <sup>(44)</sup>	6,03,38,76,721	12,06,77,53,442
March 9, 2019 to March 31, 2019	58,667	2	2	Cash <sup>(45)</sup>	6,03,39,35,388	12,06,78,70,776

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative paid-up share capital (₹)
April 1, 2019 to September 8, 2019	14,24,187	2	2	Cash <sup>(46)</sup>	6,03,53,59,575	12,07,07,19,150
September 9, 2019	(32,30,76,923)	2	NA	Buyback <sup>(47)</sup>	5,71,22,82,652	11,42,45,65,304
September 10, 2019 to March 31, 2020	10,74,738	2	2	Cash <sup>(48)</sup>	5,71,33,57,390	11,42,67,14,780
April 1, 2020 to January 18, 2021	19,80,699	2	2	Cash <sup>(49)</sup>	5,71,53,38,089	11,43,06,76,178
January 19, 2021	(23,75,00,000)	2	NA	Buyback <sup>(50)</sup>	5,71,22,82,652	10,95,56,76,178
January 20, 2021 to March 31, 2021	13,00,466	2	2	Cash <sup>(51)</sup>	5,47,91,38,555	10,95,82,77,110
April 1, 2021 to March 31, 2022	29,31,560	2	2	Cash <sup>(52)</sup>	5,48,20,70,115	10,96,41,40,230
April 1, 2022 to March 31, 2023	58,47,626	2	2	Cash <sup>(53)</sup>	5,48,79,17,741	10,97,58,35,482
April 1, 2023 to July 6, 2023	9,24,252	2	2	Cash <sup>(54)</sup>	5,48,88,41,993	10,97,76,83,986
July 7, 2023	(26,96,62,921)	2	NA	Buyback <sup>(55)</sup>	5,21,91,79,072	10,43,83,58,144
July 8, 2023 to March 31, 2024	59,59,174	2	2	Cash <sup>(56)</sup>	5,22,51,38,246	10,45,02,76,492
April 1, 2024 to December 3, 2024	69,56,156	2	2	Cash <sup>(57)</sup>	5,23,20,94,402	10,46,41,88,804
December 4, 2024	5,23,20,94,402	2	NA	Bonus <sup>(58)</sup>	10,46,41,88,804	20,92,83,77,608
December 5, 2024 to March 31, 2025	79,47,245	2	2	Cash <sup>(59)</sup>	10,47,21,36,049	20,94,42,72,098
April 1, 2025 to March 31, 2026	1,62,76,409	2	2	Cash <sup>(60)</sup>	10,48,84,12,458	20,97,68,24,916
April 1, 2026 to May 22, 2026	1,38,57,929	2	2	Cash <sup>(61)</sup>	10,50,22,70,387	21,00,45,40,774

**Notes:**

- (1) Bonus issue in the ratio 1:3 authorised by the shareholders through a special resolution passed in annual general meeting of the shareholders of the Company held on September 30, 1970. Bonus issue was undertaken through capitalisation of the general reserves of the Company.
- (2) Bonus issue in the ratio 1:1 authorised by the shareholders through a special resolution passed at the extraordinary general meeting of the shareholders of the Company held on January 22, 1980. Bonus issue was undertaken through capitalisation of the general reserves of the Company.
- (3) Bonus issue in the ratio 1:1 authorised by the shareholders through a special resolution passed in the annual general meeting of the shareholders of the Company held on December 28, 1984. Bonus issue was undertaken through capitalisation of the general reserves of the Company.
- (4) Upon subdivision of equity shares of face value of ₹ 100 (Rupees One Hundred only) each to ₹ 10 (Rupees Ten only) approved by shareholders at the annual general meeting of the Company dated December 29, 1986.
- (5) Bonus issue in the ratio 1:1 authorised by the shareholders through a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on April 29, 1987. Bonus issue was undertaken through capitalisation of the general reserves of the Company.
- (6) Bonus issue in the ratio 1:1 authorised by the shareholders through a special resolution passed in the annual general meeting of the shareholders of the Company held on August 29, 1989. Bonus issue was undertaken through capitalisation of the general Reserves of the Company.
- (7) Bonus issue in the ratio 1:1 authorised by the shareholders through a special resolution passed in the annual general meeting of the shareholders of the Company held on July 16, 1992. Bonus issue was undertaken through capitalisation of the general reserves of the Company.
- (8) 2,65,105 Equity Shares were allotted to the existing shareholders of Wipro Infotech Ltd. and Wipro Systems Ltd. pursuant to the scheme of amalgamation between these Companies, and Wipro Limited, and their respective shareholders (the "Scheme of Amalgamation") which was approved by The High Court of Judicature at Bombay vide their order dated June 15, 1995.

- (9) Bonus issue in the ratio 1:1 authorised by the shareholders through a resolution passed in the extraordinary general meeting of the shareholders of the Company held on January 27, 1995. Bonus issue was undertaken through capitalisation of the general reserves of the Company.
- (10) Bonus issue in the ratio 2:1 authorised by the shareholders through a special resolution passed in the annual general meeting of the shareholders of the Company held on September 4, 1997. Bonus issue was undertaken through capitalisation of the general reserves of the Company.
- (11) Upon subdivision of equity shares of face value of ₹ 10 (Rupees Ten only) each to ₹ 2 (Rupees Two only) each approved by shareholders at the annual general meeting of the Company dated July 29, 1999.
- (12) The conversion rate of 1 US\$ being ₹ 46.45 (Rupees Forty Six and Fort Five Paisa only) as per the ADR prospectus.
- (13) ADRs were issued in year 2000 at issue price of \$41.375/ share with a face value of ₹ 2 (Rupees Two only) (converted to \$). ₹ 57,964 lakh (Rupees Five Hundred and Seventy Nine Crore and Sixty Four Lakh only) was credited to share premium account of the Company.
- (14) 1,14,169 (One Lakh Fourteen Thousand One Hundred and Sixty Nine) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (15) 32,670 (Thirty Two Thousand Six Hundred and Seventy) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (16) 98,303 (Ninety Eight Thousand Three Hundred and Three) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (17) 1,95,160 (One Lakh Ninety Five Thousand One Hundred and Sixty) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (18) 56,478 (Fifty Six Thousand Four Hundred and Seventy Eight) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (19) Bonus issue in the ratio 2:1 authorised by the shareholders of the Company through a special resolution passed in the annual general meeting of the shareholders of the Company held on June 11, 2004. Bonus issue was undertaken through capitalisation of the general reserves of the Company.
- (20) 51,23,632 (Fifty One Lakh Twenty Three Thousand Six Hundred and Thirty Two) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (21) 23,23,052 (Twenty Three Lakh Twenty Three Thousand and Fifty Two) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (22) Bonus issue in the ratio 1:1 authorised by the shareholders of the Company through a special resolution passed in the annual general meeting of the shareholders of the Company held on July 21, 2005. Bonus issue was undertaken through capitalisation of the capital redemption reserve and part of the share premium of the Company.
- (23) 1,39,67,119 (One Crore Thirty Nine Lakh Sixty Seven Thousand One Hundred and Nineteen) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (24) 3,32,45,383 (Three Crore Thirty Two Lakh Forty Five Thousand Three Hundred and Eighty Three) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (25) 24,53,670 (Twenty Four Lakh Fifty Three Thousand Six Hundred and Seventy) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (26) 25,58,623 (Twenty Five Lakh Fifty Eight Thousand Six Hundred and Twenty Three) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (27) 9,68,803 (Nine Lakh Sixty Eight Thousand Eight Hundred and Three) Equity Shares were allotted to the shareholders of MPact Technology Services Pvt. Ltd., MPower Software Services (India) Pvt Ltd. and CMango India Pvt. Ltd. pursuant to the scheme of amalgamation between these companies, Wipro Limited, and their respective shareholders, which was approved by the High Court of Karnataka vide order dated January 10, 2008 and High Court of Judicature at Bombay vide order dated March 14, 2008.
- (28) 46,66,940 (Forty Six Lakh Sixty Six Thousand Nine Hundred and Forty) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (29) Bonus issue in the ratio 2:3 authorised by the shareholders of the Company through postal ballot on June 4, 2010. Bonus issue was undertaken through capitalisation of the securities premium of the Company.
- (30) 49,96,335 (Forty Nine Lakh Ninety Six Thousand Three Hundred and Thirty Five) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (31) 43,47,083 (Forty Three Lakh Forty Seven Thousand and Eighty Three) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (32) 41,78,502 (Forty One Lakh Seventy Eight Thousand Five Hundred and Two) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (33) 33,82,543 (Thirty Three Lakh Eighty Two Thousand Five Hundred and Forty Three) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.

- (34) 27,25,765 (Twenty Seven Lakh Twenty Five Thousand Seven Hundred and Sixty Five) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (35) During the period April 1, 2015 to March 31, 2016, 16,70,252 (Sixteen Lakh Seventy Thousand Two Hundred and Fifty Two) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share. There were no allotments of equity shares during the period April 1, 2016 to July 6, 2016.
- (36) 4,00,00,000 (Four Crore) Equity Shares were bought back by the Company from its shareholders through the Tender Offer route at a price of ₹ 625 (Rupees Six Hundred and Twenty Five Only) per share.
- (37) 1,87,275 (One Lakh Eighty Seven Thousand Two Hundred and Seventy Five) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (38) 21,73,762 (Twenty One Lakh Seventy Three Thousand Seven Hundred and Sixty Two) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (39) Bonus issue in the ratio 1:1 authorised by the shareholders through postal ballot on June 3, 2017. Bonus issue was undertaken through capitalisation of the general reserves of the Company.
- (40) 5,42,117 (Five Lakh Forty Two Thousand One Hundred and Seventeen) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (41) 34,37,50,000 (Thirty Four Crore Thirty Seven Lakh and Fifty Thousand) Equity Shares were bought back by the Company from its shareholders through the Tender Offer route at a price of ₹ 320 (Rupees Three Hundred and Twenty only) per share.
- (42) 8,43,720 (Eight Lakh Forty Three Thousand Seven Hundred and Twenty) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (43) 16,23,050 (Sixteen Lakh Twenty Three Thousand and Fifty) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (44) Bonus issue in the ratio 1:3 authorised by the shareholders through postal ballot on February 22, 2019. Bonus issue was undertaken through capitalisation of free reserves, securities premium account and capital redemption reserve of the Company.
- (45) 58,667 (Fifty Eight Thousand Six Hundred and Sixty Seven) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (46) 14,24,187 (Fourteen Lakh Twenty Four Thousand One Hundred and Eighty Seven) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (47) 32,30,76,923 (Thirty Two Crore Thirty Lakh Seventy Six Thousand Nine Hundred and Twenty Three) Equity Shares were bought back by the Company from its shareholders through the Tender Offer route at a price of ₹ 325 (Rupees Three Hundred and Twenty Five only) per share.
- (48) 10,74,738 (Ten Lakh Seventy Four Thousand Seven Hundred and Thirty Eight) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (49) 19,80,699 (Nineteen Lakh Eighty Thousand Six Hundred and Ninety Nine) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (50) 23,75,00,000 (Twenty Three Crore Seventy Five Lakh) Equity Shares were bought back by the Company from its shareholders through the Tender Offer route at a price of ₹ 400 (Rupees Four Hundred only) per share.
- (51) 13,00,466 (Thirteen Lakh Four Hundred and Sixty Six) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (52) 29,31,560 (Twenty Nine Lakh Thirty One Thousand Five Hundred and Sixty) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (53) 58,47,626 (Fifty Eight Lakh Forty Seven Thousand Six Hundred and Twenty Six) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (54) 9,24,252 (Nine Lakh Twenty Four Thousand Two Hundred and Fifty Two) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (55) 26,96,62,921 (Twenty Six Crore Ninety Six Lakh Sixty Two Thousand Nine Hundred and Twenty One) Equity Shares were bought back by the Company from its shareholders through the Tender Offer route at a price of ₹ 445 (Rupees Four Hundred and Forty Five only) per share.
- (56) 59,59,174 (Fifty Nine Lakh Fifty Nine Thousand One Hundred and Seventy Four) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (57) 69,56,156 (Sixty Nine Lakh Fifty Six Thousand One Hundred and Fifty Six) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (58) Bonus issue in the ratio 1:1 authorised by the shareholders through postal ballot on November 21, 2024. Bonus issue was undertaken through capitalisation of free reserves, securities premium account and capital redemption reserve of the Company.

- (59) 79,47,245 (Seventy Nine Lakh Forty Seven Thousand Two Hundred and Forty Five) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹ 2 (Rupees Two only) per share.
- (60) 1,62,76,409 (One Crore Sixty Two Lakh Seventy Six Thousand Four Hundred and Nine) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹2 (Rupees Two only) per share.
- (61) 1,38,57,929 (One Crore Thirty Eight Lakh Fifty Seven Thousand Nine Hundred and Twenty Nine) Equity Shares of the Company allotted to various employees of the Company pursuant to various stock option plans of the Company at an exercise price of ₹2 (Rupees Two only) per share.

15.4 The details of the Board of Directors as on date of Public Announcement, i.e., May 22, 2026 are as follows:

Name and Age of the Director	Designation	Qualifications	Date of Initial Appointment	Directorships in Other Companies and Bodies Corporate
<b>Mr. Azim H. Premji</b> <b>Age: 80</b>	Non-Executive, Non Independent Director (designated as "Founder Chairman")	Graduate degree in Electrical Engineering, Stanford University	September 1, 1968	<ul style="list-style-type: none"> <li>• Wipro Enterprises Private Limited</li> <li>• Wipro GE Healthcare Private Limited</li> <li>• Azim Premji Philanthropic Initiatives Private Limited</li> <li>• Azim Premji Safe Deposit Company Private Limited</li> <li>• Azim Premji Custodial and Management Services Private Limited</li> <li>• Azim Premji Trust Services Private Limited</li> <li>• Azim Premji Trustee Company Private Limited</li> <li>• Azim Premji Foundation for Development</li> <li>• Azim Premji Foundation</li> </ul>
<b>Mr. Rishad A Premji</b> <b>Age: 49</b>	Whole-Time Director (designated as "Executive Chairman")	<ul style="list-style-type: none"> <li>• BA in Economics from Wesleyan University and</li> <li>• MBA from Harvard Business School</li> </ul>	May 1, 2015	<ul style="list-style-type: none"> <li>• Wipro Enterprises Private Limited</li> <li>• Azim Premji Foundation</li> <li>• Wipro GE Healthcare Private Limited</li> <li>• Azim Premji Philanthropic Initiatives Private Limited</li> </ul>

Name and Age of the Director	Designation	Qualifications	Date of Initial Appointment	Directorships in Other Companies and Bodies Corporate
				<ul style="list-style-type: none"> <li>• Azim Premji Trust Services Private Limited</li> <li>• Azim Premji Trustee Company Private Limited</li> <li>• Azim Premji Foundation for Development</li> </ul>
<b>Mr. Deepak M. Satwalekar</b>  <b>Age: 77</b>	Independent Director	<ul style="list-style-type: none"> <li>• B.Tech (IIT Bombay) and</li> <li>• MBA (The American University, Washington D.C., USA)</li> </ul>	July 1, 2020	<ul style="list-style-type: none"> <li>• Home First Finance Company India Limited</li> <li>• Germinait Solutions Private Limited</li> </ul>
<b>Ms. Tulsi Naidu</b> <b>Age: 52</b>	Independent Director	<ul style="list-style-type: none"> <li>• Bachelor's degree in Mathematics, Economics and Statistics from Nizam College, Hyderabad</li> <li>• Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad</li> </ul>	July 1, 2021	<ul style="list-style-type: none"> <li>• Zurich Kotak General Insurance Company (India) Limited</li> </ul>
<b>Ms. Päivi Elina Rekonen Fleischer</b>  <b>Age: 57</b>	Independent Director	<ul style="list-style-type: none"> <li>• Masters degrees in Social Sciences, and Economics and Business Administration from the University of Jyväskylä, Finland</li> </ul>	October 1, 2022	<ul style="list-style-type: none"> <li>• Konecranes Plc</li> <li>• IMD (NGO)</li> <li>• International Consolidated Airlines Group S.A (IAG)</li> </ul>
<b>Mr. N S Kannan</b>  <b>Age: 60</b>	Independent Director	<ul style="list-style-type: none"> <li>• Honours Graduate degree in Mechanical Engineering from NIT, Trichy</li> <li>• Postgraduate in management from IIM, Bangalore and</li> <li>• Chartered Financial Analyst from the ICFAI.</li> </ul>	October 1, 2023	<ul style="list-style-type: none"> <li>• Transunion Cibil Limited</li> <li>• Jio Blackrock Asset Management Private Limited</li> <li>• Bangalore International Airport Limited</li> </ul>

Name and Age of the Director	Designation	Qualifications	Date of Initial Appointment	Directorships in Other Companies and Bodies Corporate
<b>Mr. Srinivas Pallia</b> Age: 59	Chief Executive and Managing Director	<ul style="list-style-type: none"> <li>Bachelor's degree in Engineering and Master's degree in Management Studies from Indian Institute of Science, Bangalore,</li> <li>Global Businesses executive program from Harvard Business School and the Advanced Leadership Program from McGill Executive Institute.</li> </ul>	April 7, 2024	-
<b>Ms. Laura Marie Miller</b> Age: 61	Independent Director	<ul style="list-style-type: none"> <li>Bachelor of Science in Information Systems Management from the University of Maryland.</li> <li>Master of Science in Computer Systems Management from the University of Maryland.</li> </ul>	April 1, 2026	NCR Voyix

15.5 The details of changes in the Board of Directors during the three years preceding the date of the Public Announcement, i.e., May 22, 2026 are as follows:

Name of the Director	Appointment/Resignation	Effective Date	Reasons
Ms. Ireena Vittal	Retirement	September 30, 2023	-
Mr. N S Kannan	Appointment	October 1, 2023	Appointment as an Independent Director
Mr. Thierry Delaporte	Resignation	April 6, 2024	Resignation as Chief Executive Officer and Managing Director
Mr. Srinivas Pallia	Appointment	April 7, 2024	Appointment as Chief Executive Officer and Managing Director
Mr. Rishad A. Premji	Re-appointment	July 31, 2024	Re-appointment as Whole-Time Director designated as Executive Chairman
Mr. Azim H. Premji	Re-appointment	July 31, 2024	Re-appointment as Non-Executive, Non-Independent Director
Mr. Deepak M. Satwalekar	Re-appointment	July 1, 2025	Re-appointment as an Independent Director
Dr. Patrick J. Ennis	Retirement	March 31, 2026	-
Mr. Patrick Dupuis	Retirement	March 31, 2026	-

Name of the Director	Appointment/Resignation	Effective Date	Reasons
Ms. Laura Marie Miller	Appointment	April 1, 2026	Appointment as an Independent Director
Ms. Tulsi Naidu	Re-appointment	July 1, 2026	Re-appointment as an Independent Director

- 15.6 The Buyback will not result in any benefit to the Promoter and Promoter Group or any Directors and Key Managerial Personnel of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as Equity Shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares, which will lead to reduction in the equity share capital of the Company post the Buyback.

## 16. FINANCIAL INFORMATION ABOUT THE COMPANY

- 16.1 The salient financial information of the Company as extracted from the standalone audited results for last three years being March 31, 2026, March 31, 2025 and March 31, 2024 are as under:

(₹ in millions unless stated otherwise)

Particulars	Year Ended		
	March 31, 2026 (Audited)	March 31, 2025 (Audited)	March 31, 2024 (Audited) <sup>#</sup>
Total Income	760,942	725,227	698,382
Total Expenses (Excluding Interest and Depreciation)	576,749	554,071	551,092
Interest	10,959	10,018	8,197
Depreciation	14,182	15,013	14,918
Profit before tax	159,052	146,125	124,175
Provision for tax (including Deferred Tax)	37,756	36,994	32,989
Profit/ (Loss) after tax	121,296	109,131	91,186
Equity Share Capital**	20,977	20,944	10,450
Reserves and Surplus*	615,820	613,930	567,369
Networth*	636,797	634,874	577,819
Debt (excluding working capital loans and including current maturities of long-term debt)	-	-	-
Total Debt (including working capital loans and current maturities of long-term debt)	61,500	60,500	41,750

\* Excluding revaluation reserves and miscellaneous expenditure to the extent not written off

\*\* Figures for the year ended March 31, 2024 is not given effect on bonus shares issued during the year ended March 31, 2025.

# March 31, 2024 amounts are without giving impact of merger. (Vide its order dated June 6, 2025, the Hon'ble National Company Law Tribunal, Bengaluru bench, approved the scheme of amalgamation for the merger of wholly owned subsidiaries Wipro HR Services India Private Limited, Wipro Overseas IT Services Private Limited, Wipro Technology Product Services Private Limited, Wipro Trademarks Holding Limited and Wipro VLSI Design Services India Private Limited with Wipro Limited. As per the said scheme, the appointment date is April 1, 2025. Figures for the year ended March 31, 2025 have been restated on account of merger.)

### Key Financial Ratios

Particulars	Year Ended		
	March 31, 2026 (Audited)	March 31, 2025 (Audited)	March 31, 2024 (Audited) <sup>#</sup>
Earnings per Share – Basic (₹) <sup>(1)</sup>	11.59	10.44	8.62
Earnings per Share – Diluted (₹) <sup>(1)</sup>	11.55	10.40	8.59
Book Value Per Share (₹) <sup>(2)</sup>	60.71	60.63	55.29
Return on Net worth (%) <sup>(3)</sup>	19.05	17.19	15.78
Debt-Equity Ratio (in times) <sup>(4)</sup>	0.10	0.10	0.07
Total Debt/ Net worth <sup>(5)</sup>	0.10	0.10	0.07

# March 31, 2024 amounts are without giving impact of merger. (Vide its order dated June 6, 2025, the Hon'ble National Company Law Tribunal, Bengaluru bench, approved the scheme of amalgamation for the merger of wholly owned subsidiaries Wipro HR Services India Private Limited, Wipro Overseas IT Services Private Limited, Wipro Technology Product Services Private Limited, Wipro Trademarks Holding Limited and Wipro VLSI Design Services India Private Limited with Wipro Limited. As per the said scheme, the appointment date is April 1, 2025. Figures for the year ended March 31, 2025 have been restated on account of merger.)

Services India Private Limited with Wipro Limited. As per the said scheme, the appointment date is April 1, 2025. Figures for the year ended March 31, 2025 have been restated on account of merger.)

**Below are the formulae used for computation of the above ratios:**

- (1) Earnings per Share = Profit After Tax / Weighted Average Number of Shares outstanding for the period
- (2) Book value per Share = Net Worth (excluding Revaluation Reserves) / Number of Shares at the end of the period
- (3) Return on Net Worth = Profit After Tax / Net Worth (excluding revaluation reserves).
- (4) Debt-Equity Ratio = Total Debt / Net Worth (excluding revaluation reserves)
- (5) Total Debt / Net Worth = Total Debt / Net Worth (excluding revaluation reserves)

16.2 The financial information of the Company as extracted from the consolidated audited results for last three years being March 31, 2026, March 31, 2025 and March 31, 2024 are as under:

(₹ in millions unless stated otherwise)

Particulars	Year Ended		
	March 31, 2026 (Audited)	March 31, 2025 (Audited)	March 31, 2024 (Audited)
Total Income	964,977	929,724	923,911
Total Expenses (Excluding Interest and Depreciation)	748,128	710,672	729,845
Interest	14,577	14,770	12,552
Depreciation	29,107	29,579	34,071
Share of net profit/ (loss) of associates accounted for using the equity method	257	254	(233)
<b>Profit before tax</b>	<b>173,422</b>	<b>174,957</b>	<b>147,210</b>
Provision for tax (including Deferred Tax)	40,767	42,777	36,089
<b>Profit after tax</b>	<b>132,655</b>	<b>132,180</b>	<b>111,121</b>
Profit attributable to equity holders of the Company	131,974	131,354	110,452
Profit attributable to Non-controlling interest	681	826	669
Equity Share Capital**	20,977	20,944	10,450
Reserves and Surplus*	859,206	802,697	734,880
Net worth*	880,183	823,641	745,330
Debt (excluding working capital loans and including current maturities of long-term debt)	73,014	63,954	62,300
Total Debt (including working capital loans and current maturities of long-term debt)	167,874	161,817	141,466

\* Excluding revaluation reserves and miscellaneous expenditure to the extent not written off

\*\* Figure for the year ended March 31, 2024 is not given effect on bonus shares issued during the year ended March 31, 2025

### Key Financial Ratios

Particulars	Year Ended		
	March 31, 2026 (Audited)	March 31, 2025 (Audited)	March 31, 2024 (Audited)
Earnings per Share – Basic (₹) <sup>(1)</sup>	12.60	12.56	10.44
Earnings per Share – Diluted (₹) <sup>(1)</sup>	12.56	12.52	10.41
Book Value Per Share (₹) <sup>(2)</sup>	83.92	78.65	71.32
Return on Net worth (%) <sup>(3)</sup>	14.99	15.95	14.82
Debt-Equity Ratio (in times) <sup>(4)</sup>	0.19	0.20	0.19
Total Debt / Net worth <sup>(5)</sup>	0.19	0.20	0.19

**Below are the formulae used for computation of the above ratios:**

- (1) Earnings per Share = Profit After Tax attributable to equity holders of the Company / Weighted Average Number of Shares outstanding for the period
- (2) Book value per Share = Net Worth (excluding Revaluation Reserves) / Number of Shares at the end of the period
- (3) Return on Net Worth = Profit After Tax attributable to equity holders of the Company / Net Worth (excluding revaluation reserves).
- (4) Debt-Equity Ratio = Total Debt / Net Worth (excluding revaluation reserves)
- (5) Total Debt / Net Worth = Total Debt / Net Worth (excluding revaluation reserves)

16.3 The Company hereby declares that it will comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with Sections 68, 69 and 70 of the Companies Act and the SCD Rules.

## 17. STOCK MARKET DATA

17.1 The Equity Shares are currently listed and traded only on the BSE and the NSE.

17.2 The high, low and average market prices in preceding three calendar years and the monthly high, low and average market prices for the six months preceding the date of the Public Announcement, i.e., May 22, 2026 and the corresponding volumes on the NSE (stock exchange where the Company's shares are most frequently traded) are as follows:

Period	High Price (₹)	Date of High Price and Number of shares traded on that date	Low Price (₹)	Date of Low Price and Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
<b>PRECEDING 3 YEARS</b>						
April 1, 2025 – March 31, 2026	273.10	22-Dec-25 (1,46,51,313)	186.50	30-Mar-26 (2,79,46,986)	244.29	2,79,28,02,034
December 3, 2024 - March 31, 2025	324.60	23-Jan-25 (3,99,04,371)	256.25	19-Mar-25 (1,40,44,300)	296.92	1,00,10,66,497
April 1, 2024 - December 2, 2024*	596.00	27-Nov-24 (68,29,838)	417.00	04-Jun-24 (88,65,366)	511.92	1,34,73,12,616
April 1, 2023 - March 31, 2024	545.90	19-Feb-24 (93,01,379)	352.00	17-Apr-23 (68,01,645)	425.63	1,53,35,86,501
<b>PRECEDING 6 MONTHS</b>						
April 2026	212.98	16-Apr-26 (3,63,05,074)	188.58	02-Apr-26 (1,66,23,045)	202.41	55,89,34,480
March 2026	205.95	11-Mar-26 (2,91,99,002)	186.50	30-Mar-26 (2,79,46,986)	194.31	34,08,94,422
February 2026	259.89	03-Feb-26 (2,59,15,412)	199.12	26-Feb-26 (1,43,78,069)	220.03	39,15,51,617
January 2026	272.50	07-Jan-26 (1,02,42,615)	231.75	27-Jan-26 (1,56,77,537)	253.42	24,41,60,182
December 2025	273.10	22-Dec-25 (1,46,51,313)	248.86	01-Dec-25 (38,65,446)	261.30	16,29,45,139
November 2025	251.99	28-Nov-25 (70,49,965)	236.00	07-Nov-25 (55,20,619)	243.97	15,32,46,080

Source: [www.nseindia.com](http://www.nseindia.com)

**Note:**

1. High and Low price for the period are based on intra-day prices and Average Price is based on average of closing price.
  2. In case where the same price falls on two or more days, the day with the highest traded shares is considered.
- \* Excluding the date of bonus issue of (1:1) on December 3, 2024.

17.3 The high, low and average market prices in preceding three calendar years and the monthly high, low and average market prices for the six months preceding the date of the Public Announcement, i.e., May 22, 2026 and the corresponding volumes on BSE are as follows:

Period	High Price (₹)	Date of High Price and Number of shares traded on that date	Low Price (₹)	Date of Low Price and Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
<b>PRECEDING 3 YEARS</b>						
April 1, 2025 – March 31, 2026	273.15	22-Dec-25 (5,54,421)	186.50	30-Mar-26 (4,65,125)	244.28	12,74,03,283
December 3, 2024 – March 31, 2025	324.55	23-Jan-25 (17,77,423)	256.35	19-Mar-25 (5,98,548)	296.89	4,70,90,303
April 1, 2024 – December 2, 2024*	596.00	27-Nov-24 (6,90,475)	416.80	04-Jun-24 (3,65,678)	511.84	8,15,68,604
April 1, 2023 – March 31, 2024	546.10	19-Feb-24 (10,46,290)	351.85	17-Apr-23 (2,22,607)	425.58	9,67,49,386
<b>PRECEDING 6 MONTHS</b>						
April 2026	212.75	16-Apr-26 (21,92,586)	188.70	02-Apr-26 (2,55,410)	202.41	2,50,88,180
March 2026	206.00	11-Mar-26 (4,04,865)	186.50	30-Mar-26 (4,65,125)	194.28	90,49,941

Period	High Price (₹)	Date of High Price and Number of shares traded on that date	Low Price (₹)	Date of Low Price and Number of shares traded on that date	Average Price (₹)	Total Volume Traded in the period (No. of shares)
February 2026	260.00	03-Feb-26 (6,85,255)	199.20	26-Feb-26 (4,44,255)	220.04	2,65,05,753
January 2026	272.40	07-Jan-26 (5,12,244)	231.80	27-Jan-26 (3,00,284)	253.41	1,23,56,719
December 2025	273.15	22-Dec-25 (5,54,421)	248.90	01-Dec-25 (2,09,460)	261.24	77,97,208
November 2025	252.15	28-Nov-25 (2,54,870)	236.05	07-Nov-25 (2,99,867)	243.97	65,77,798

Source: [www.bseindia.com](http://www.bseindia.com)

**Note:**

1. High and Low price for the period are based on intra-day prices and Average Price is based on average of closing price.
  2. In case where the same price falls on two or more days, the day with the highest traded shares is considered.
- \* Excluding the date of bonus issue of (1:1) on December 3, 2024.

- 17.4 The Company's ADSs, as evidenced by ADRs, are traded in the U.S. on the NYSE under the ticker symbol "WIT".
- 17.5 Notice of the Board Meeting convened to consider the proposal of the Buyback was given to the NSE and BSE on April 9, 2026. The proposal for the Buyback was approved at the Board Meeting and the intimation was sent to NSE, BSE and NYSE on the same day, i.e., April 16, 2026. The closing market price of the Equity Shares on NSE, BSE and NYSE, during this period, are summarised below.

Event	Date	NSE (In INR)	BSE (In INR)	ADS (In USD)
Notice of the Board Meeting convened to consider the proposal of the Buyback	April 9, 2026	202.87	202.90	2.26
(One) Trading Day Post-Notice of Board Meeting	April 10, 2026	204.88	204.85	2.17
(One) Trading Day Prior to Board Meeting	April 15, 2026	209.75	209.80	2.27
Board Meeting Date	April 16, 2026	210.26	210.20	2.16
(One) Trading Day Post-Board Meeting	April 17, 2026	204.32	204.35	2.19
Date of declaration of results of special resolution	May 21, 2026	199.74	199.80	1.98
Date of the Public Announcement	May 22, 2026	203.11	203.10	2.01
Date of publication of the Public Announcement	May 25, 2026	206.84	206.80	2.01
(One) Trading Day post publication of the Public Announcement	May 26, 2026	203.73	203.85	2.01

- 17.6 The Buyback Price is at a premium of 15.22% over the volume weighted average price of an ADS on the NYSE for the 60 trading days preceding the date of the notice to the NSE and BSE of the Board Meeting to consider the proposal of the Buyback; i.e., April 9, 2026. The Buyback Price is at a premium of 26.67% over the volume weighted average market price of an ADS on the NYSE for 10 trading days preceding the date of intimation to the Indian Stock Exchanges of the Board Meeting to consider the proposal of the Buyback. The Buyback Price will be paid in Indian rupees. These amounts are based on the exchange rate of ₹ 92.25 (Rupees Ninety-Two and Twenty-Five Paise only) per USD as published by the Federal Reserve Board of Governors on April 8, 2026. Fluctuations in the exchange rate between the Indian rupee and the U.S. dollar will affect the U.S. dollar equivalent of the Buyback. Shareholders are urged to obtain current exchange rate information before making any decision with respect to the Buyback.

## 18. DETAILS OF THE STATUTORY APPROVALS

- 18.1 The Buyback is subject to approvals, if any, required under the provisions of the Companies Act, the Buyback Regulations, and applicable rules and regulations as specified by RBI under FEMA and/or such other applicable rules and regulations for the time being in force. As on date, there are no other statutory or regulatory approvals required to implement the Buyback other than those indicated above.

- 18.2 Buyback of Equity Shares from Non-Resident Shareholders i.e. shareholders who are persons resident outside India as per Foreign Exchange Management Act 1999, will be subject to approvals, if any, of the appropriate authorities as applicable. Non-Resident Shareholders must obtain all approvals if required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI). It is the obligation of such Non-Resident Shareholders, NRI, OCI, OCB shareholders, to obtain such approvals (if required) and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. Non-resident shareholders shall declare whether shares were held by them on “repatriable” or “non-repatriable” basis. The Company will have the right to make payment to such Eligible Shareholders in respect of whom no prior RBI approval is required and not Accept Equity Shares from the Eligible Shareholders in respect of whom prior RBI approval is required in the event copies of such approvals are not submitted.
- 18.3 By participating in the Buyback, each Eligible Shareholder (including the Non-Resident Shareholder) undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, each Eligible Shareholder hereby: (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, to be undertaken by the Company, for making any regulatory/statutory filings and compliances on behalf of each shareholder; and (b) undertakes to provide the requisite assistance to the Company for making any such regulatory/statutory filings and compliances.
- 18.4 As of date of this Letter of Offer, there are no statutory or regulatory approvals required to implement the Buyback, other than as indicated above. If any statutory or regulatory approvals become applicable subsequently, the Buyback will be subject to such statutory or regulatory approvals. In the event that the receipt of any statutory/regulatory approvals are delayed, changes to the proposed timetable of the Buyback, if any, shall be intimated to BSE, NSE and the NYSE.
- 18.5 As of the date of this Letter of Offer and pursuant to the Buyback, the Company has not breached any covenant with lenders and therefore, no prior approval needs to be obtained from the lenders.

## 19. DETAILS OF THE REGISTRAR TO THE BUYBACK AND COLLECTION CENTRES

- 19.1 Eligible Shareholders who wish to tender their Equity Shares in the Buyback can send by Courier/speed post or hand deliver the Tender Form, TRS generated by the exchange bidding system along with all the relevant documents by super-scribing the envelope as “**Wipro Buyback Offer 2026**”, to the Registrar at its office set out below so that the same are received not later than the Buyback Closing Date i.e. Wednesday, June 17, 2026 by 5:00 PM IST:

### **KFin Technologies Limited**

Selenium Building, Tower- B, Plot No 31 & 32,  
Financial district, Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy, Telangana - 500032, India.

**Tel No:** +91 40 6716 2222

**Contact person:** Mr. M. Murali Krishna

**Fax No.:** +91 40 6716 1563

**Toll free No.:** 18003094001

**Email:** [wipro.buyback2026@kfintech.com](mailto:wipro.buyback2026@kfintech.com)

**Investor Grievance Email:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Website:** [www.kfintech.com](http://www.kfintech.com)

**SEBI Regn. No.:** INR000000221

**Corporate Identification Number:** L72400MH2017PLC444072

**ELIGIBLE SHAREHOLDERS (OTHER THAN NON-RESIDENT SHAREHOLDERS (EXCEPT FPIs)) HOLDING AND TENDERING EQUITY SHARES IN DEMAT FORM ARE NOT REQUIRED TO SUBMIT THE TENDER FORM AND THE TRS.**

**THE TENDER FORM AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.**

**20. PROCESS AND METHODOLOGY FOR THE BUYBACK**

- 20.1 The Company proposes to Buyback up to 60,00,00,000 (Sixty Crore) fully paid-up Equity Shares from the Eligible Shareholders as on the Record Date, on a proportionate basis, through the Tender Offer route at the Buyback Price, i.e., ₹ 250/- (Rupees Two Hundred and Fifty only) per Equity Share, payable in cash for an aggregate amount of ₹ 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only), excluding Transaction Costs. The maximum number of Equity Shares proposed to be bought back represents 5.72% of the total number of Equity Shares in the paid-up Equity Share capital of the Company as on March 31, 2026. The Buyback is in accordance with Article 8.2 of the Articles, Sections 68, 69 and 70 and all other applicable provisions of the Companies Act, the SCD Rules, the Management Rules and the Buyback Regulations and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, which may be agreed by the Board. The Buyback Size is 24.99% and 19.99% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone and consolidated financial statements, respectively, as on March 31, 2026. The Equity Shareholders of the Company approved the Buyback, by way of a special resolution, through postal ballot through remote e-voting, the results of which were announced on May 21, 2026.
- 20.2 The aggregate shareholding of the Promoter and Promoter Group as at the date of the Public Announcement is 7,61,68,40,898 Equity Shares which represents 72.53% of the existing equity share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer route, the Promoters and Promoter Group have the option to participate in the Buyback. In this regard, the Promoter and Promoter Group have expressed their intention vide their letters dated April 16, 2026 to participate in the Buyback and may tender up to an aggregate maximum number of 7,44,77,75,834 Equity Shares or such lower number of shares in accordance with the provisions of the Buyback Regulations/terms of the Buyback. Please refer to paragraph 7 on page 22 of this Letter of Offer for details on participation by the Promoter and Promoter Group.
- 20.3 Assuming acceptance of all Equity Shares tendered in the Buyback from the Eligible Shareholders up to their respective Buyback Entitlement, the shareholding of the Promoter and Promoter Group after the completion of the Buyback may increase from 72.53% to 73.01% of the post-Buyback total paid-up equity share capital of the Company. Also, if none of the public shareholders participate and only the Promoter and Promoter Group participate to the extent of the Buyback Entitlement, their shareholding may reduce from 72.53% to 71.48% of the total equity share capital of the Company.
- 20.4 The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback or not and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.
- 20.5 **Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:**
- 20.5.1 As required under the Buyback Regulations, the Company has fixed Friday, June 5, 2026 as the Record Date for the purpose of determining the entitlement and the names of the shareholders holding Equity Shares of the Company who will be Eligible Shareholders to participate in the Buyback.
- 20.5.2 Holders of ADSs will not be eligible to tender ADSs in the Buyback. In order for such holders to participate in the Buyback, they must become direct holders of Equity Shares as of the Record Date. They, therefore, needed to (i) establish an account with a bank, broker or other nominee in India sufficiently in advance of the Record Date to receive the withdrawn Equity Shares in DR type electronic dematerialised form (a “**Brokerage Account**”) prior to the Record Date, (ii) submit the desired number of ADSs to JPMorgan Chase Bank, N.A., as the ADR depository (the “**Depository**”) for cancellation and withdraw the underlying Equity Shares no later than three (3) New York business days prior to the Record Date (an “**Equity Share Withdrawal**”)

and (iii) after receiving the Equity Shares in the Brokerage Account, tender into the Buyback any or all such withdrawn Equity Shares when the offering period for the Buyback commences. **If a holder of ADSs did not establish a Brokerage Account and effect an Equity Share Withdrawal in sufficient time prior to the Record Date, such holder is not eligible to participate in the Buyback.**

- 20.5.3 A registered holder of ADSs must have surrendered such ADS to the Depository for cancellation along with requisite fees and a written order directing the Depository to cause the Equity Shares represented by the ADSs to be withdrawn and delivered to, or upon the written order of, any person designated in such order prior to the Record Date. Persons holding their ADSs through a bank, broker or other nominee must have requested such bank, broker or other nominee to surrender the ADSs to be cancelled, have paid the requisite fees to the Depository and provided the Depository with the Withdrawal Order prior to the Record Date.
- 20.5.4 The Depository will have charged such holder a fee of U.S. \$0.05 for each ADS surrendered for cancellation. These fees are payable whether or not the withdrawn Equity Shares are accepted for tender in the Buyback. The Depository will, on a best efforts basis, endeavor to deliver the Equity Shares to Brokerage Account in India. If the Depository is not able to do so for whatever reason, they will not be liable for any losses that may result to the holders of ADSs.
- 20.5.5 Prior to the Record Date, holders of ADSs previously received notice of the Buyback and information regarding surrendering the ADSs to the Depository for cancellation and withdrawing the underlying Equity Shares through the Postal Ballot Notice such that they could become holders of Equity Shares as of the Record Date and be eligible to participate in the Buyback. Equity Shares trade on the Stock Exchanges and cannot be traded on the NYSE. Due to uncertainties under Indian law and the terms of the deposit agreement, upon withdrawal of the Equity Shares underlying the ADSs, an equity holder currently cannot re-deposit the Equity Shares back into the ADR program to receive ADSs. There is no guarantee that any ADS holder that submitted its ADSs for cancellation and withdrawal of the underlying Equity Shares will be able to tender successfully into the Buyback any or all of such Equity Shares. Equity Shares that are not accepted in the Buyback will remain outstanding, and the rights and obligations of any holder of such Equity Shares will not be affected.
- 20.5.6 Participation in the Buyback will trigger Buyback Tax to be discharged by the Company. However, income received pursuant to such Buyback shall be exempt from income tax in India. ADS holders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback and requesting that the Depository effect an Equity Share Withdrawal, including advice related to any related regulatory approvals and U.S., Indian and other tax considerations. In addition, prior to submitting any ADSs for withdrawal, ADS holders are advised to confirm that they have a Brokerage Account in India that can take delivery of the Equity Shares.
- 20.5.7 The Equity Shares to be bought back as a part of this Buyback are divided into two categories:
- 20.5.7.1. Reserved category for Small Shareholders (the “**Reserved Category**”); and
- 20.5.7.2. General Category for all other Eligible Shareholders (the “**General Category**”).
- 20.5.8 As defined in Regulation 2(i)(n) of the Buyback Regulations, a “Small Shareholder” is a shareholder, who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume, as on Record Date, of not more than ₹ 2,00,000/- (Rupees Two Lakh only). As on the Record Date, the closing price on NSE was ₹ 198.37/- (Rupees One Hundred Ninety-Eight and Thirty-Seven Paise only). Accordingly, all Eligible Shareholders holding not more than 1,008 Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback.
- 20.5.9 Based on the above definition, there are 30,15,488 Small Shareholders in the Company with aggregate shareholding of 45,76,79,267 Equity Shares as on the Record Date, which constitutes 4.36% of the outstanding number of Equity Shares of the Company and 76.28% of the maximum number of Equity Shares which the Company proposes to buy back as a part of this Buyback.

20.5.10 In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be the higher of:

20.5.10.1. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback, i.e., 15% of 60,00,00,000 (Sixty Crore) which is 9,00,00,000 (Nine Crore) Equity Shares; or

20.5.10.2. The number of Equity Shares entitled as per their shareholding as on the Record Date, (i.e.,  $(45,76,79,267 / 10,50,22,70,387) \times 60,00,00,000$ ) which is 2,61,47,448 (Two Crore Sixty One Lakh Forty Seven Thousand Four Hundred and Forty Eight) Equity Shares.

20.5.10.3. All the outstanding fully paid-up Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the Promoter and Promoter Group also intend to offer Equity Shares held by them in the Buyback.

20.5.10.4. Based on the above and in accordance with Regulation 6 of the Buyback Regulations, 9,00,00,000 (rounded off) fully paid-up Equity Shares have been reserved for Small Shareholders. Accordingly, General Category for all other Eligible Shareholders shall consist of 51,00,00,000 (Fifty-One Crore) Equity Shares.

20.5.11 Based on the aforementioned, the entitlement ratio of Buyback for both categories is as follows:

Category of Shareholders	Ratio of Buyback
Reserved Category for Small Shareholders	11 Equity Shares out of every 56 fully paid-up Equity Shares held on the Record Date.
General category for all other Eligible Shareholders	10 Equity Shares out of every 197 fully paid-up Equity Shares held on the Record Date.

**Note: The above ratio of Buyback is approximate and provides indicative Buyback Entitlement. Any computation of the Buyback Entitlement using the above Buyback ratio may provide a slightly different number than the actual entitlement due to rounding-off. The actual Buyback Entitlement factor for Small Shareholders under the Reserved Category is 19.6644258303272% and for other shareholders under the General Category is 5.07735948539038%. Also, the numbers arrived at using the actual Buyback Entitlement may not conform exactly to the Buyback Entitlement printed in the Tender Form due to rounding-off of the factor.**

## 20.6 Fractional Entitlements:

20.6.1 If the Buyback Entitlement under Buyback, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

20.6.2 On account of ignoring the fractional entitlement, those Small Shareholders who hold 5 or less Equity Shares as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered Additional Equity Shares.

## 20.7 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small Shareholders:

20.7.1 Subject to the provisions contained in this Letter of Offer, the Company will Accept Equity Shares tendered in the Buyback by Small Shareholders in the Reserved Category in the following order of priority:

20.7.1.1. Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement or the number of Equity Shares tendered by them, whichever is less; and

20.7.1.2. Post the Acceptance as described in paragraph 20.7.1.1 above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.

20.7.1.3. Post the Acceptance as described in paragraph 20.7.1.1 and 20.7.1.2 above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be Accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholder shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered in the Reserved Category and multiplied by the total pending number of Equity Shares to be Accepted in the Reserved Category. For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 20.7.1.2 above, shall be reduced by one.

**20.7.1.4. Adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 20.7.1.3 above:**

20.7.1.4.1. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, the fraction would be rounded off to the next higher integer.

20.7.1.4.2. For any shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, the fraction shall be ignored.

**20.8 Basis of Acceptance of Shares validly tendered in the General Category:**

20.8.1 Subject to the provisions contained in this Letter of Offer, the Company will Accept the Equity Shares tendered in the Buyback by all other Eligible Shareholders in the General Category in the following order of priority:

20.8.1.1. Acceptance of 100% Equity Shares from other Eligible Shareholders in the General Category who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

20.8.1.2. Post the Acceptance as described in paragraph 20.8.1.1, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Shareholders over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per shareholder shall be made in accordance with the Buyback Regulations, i.e. valid Acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Shareholder divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in the General Category.

**20.8.1.3. Adjustment for fractional results in case of proportionate Acceptance as described in paragraph 20.8.1.2 above:**

20.8.1.3.1. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the

fractional Acceptance is greater than or equal to 0.50, the fraction would be rounded off to the next higher integer.

20.8.1.3.2. For any Eligible Shareholder if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, the fraction shall be ignored.

## 20.9 Basis of Acceptance of Equity Shares between Categories

20.9.1 In case there are any Equity Shares left to be bought back in one category ("**Partially Filled Category**") after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, the Additional Equity Shares in the second category shall be Accepted proportionately, i.e. valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by an Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category.

20.9.2 If the Partially Filled Category is the General Category, and the second category is the Reserved Category, for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 20.7.1.2 on page 51 shall be reduced by one.

20.9.3 **Adjustment for fractional results in case of proportionate Acceptance, as defined in paragraphs 20.9.1 and 20.9.2 above:**

20.9.3.1. For any shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, the fraction would be rounded off to the next higher integer.

20.9.3.2. For any shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, the fraction shall be ignored.

## 20.10 For avoidance of doubt, it is clarified that:

20.10.1 the Eligible Shareholders are advised to tender Equity Shares from their respective demat accounts/ folios in which they are holding the Equity Shares as on the Record Date;

20.10.2 the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

20.10.3 the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholders as on the Record Date; and

20.10.4 the Equity Shares tendered by any Eligible Shareholders over and above the number of Equity Shares held by such Eligible Shareholders as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

20.10.4.1. The Equity Shares accepted under the Buyback, shall not exceed 60,00,00,000 (Sixty Crore) Equity Shares OR ₹ 1,50,00,00,00,000/- (Rupees Fifteen Thousand Crore only), whichever is lower.

20.10.4.2. In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Board or Buyback Committee authorised by the Board will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity

Shares as set out in the process described in paragraph 20.7 on page 50, 20.8 on page 51, 20.9 on page 52 and 20.10 on page 52 of this Letter of Offer.

#### 20.11 Clubbing of Entitlement

In accordance with Regulation 9(ix) of the Buyback Regulations, in order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or general) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories.

### 21. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

- 21.1 The Buyback is open to all Eligible Shareholders (including holders of ADSs who submit the desired number of ADSs to the Depository for cancellation and withdraw the underlying Equity Shares from the ADR program no later than 12:00 noon New York City time on June 2, 2026), holding Equity Shares either in dematerialised form or physical form on the Record Date.
- 21.2 The Company proposes to effect the Buyback through the Tender Offer route, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback as well as the detailed disclosures as specified in the Buyback Regulations, will be sent through electronic means to Eligible Shareholders who have registered their email IDs with the Depositories/the Company. The Eligible Shareholders who have not registered their email IDs with the Depositories/ the Company, this Letter of Offer shall be dispatched through physical mode by speed post/ courier, only on request. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure mentioned in this Section.
- 21.3 The Company will not accept any Equity Shares offered for Buyback which are under any restraint order of a court/ any other competent authority for transfer/sale and/or title in respect of which is otherwise under dispute or where loss of share certificate has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provision of law or otherwise.
- 21.4 The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till such Equity Shares become transferable. The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date.
- 21.5 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback and such tendered Equity Shares may be Accepted subject to appropriate verification and validation by the Registrar to the Buyback. The Board or Buyback Committee authorised by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 21.6 Eligible Shareholders' participation in Buyback is voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be Accepted under the Buyback or they may choose not to participate. Eligible Shareholders

holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering Additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. If the Buyback Entitlement for any Eligible Shareholder is not a round number, the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of the procedure outlined herein.

- 21.7 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 21.8 As elaborated under paragraph 20.5.7 on page 49, the Equity Shares proposed to be bought as a part of the Buyback are divided into two categories; (a) Reserved Category for Small Shareholders and (b) the General Category for all other Eligible Shareholders. The Buyback Entitlement of Eligible Shareholders in each category shall be calculated accordingly.
- 21.9 Post Acceptance of the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be Accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in the other category.
- 21.10 The Buyback shall be implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI Circulars and following the procedure prescribed in the Companies Act, the SCD Rules and the Buyback Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
- 21.11 For implementation of the Buyback, the Company has appointed JM Financial Services Limited as the registered broker to the Company to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buyback through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company’s Broker are as follows:



**JM Financial Services Limited**

Address: 5<sup>th</sup> Floor, Cnergy,  
Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025

**Tel No.:** +91 22 6704 3458

**Fax:** +91 22 67043136

**Contact Person:** Mr. Divyesh Kapadia; Tel.: +91 22 6704 0404

**Email:** [Divyesh.Kapadia@jmfl.com](mailto:Divyesh.Kapadia@jmfl.com)

**Website:** [www.jmfinancialservices.in](http://www.jmfinancialservices.in)

**SEBI Registration Number:** INZ000195834

**Corporate Identification Number:** U67120MH1998PLC115415

**Member Code:** (NSE)10548; (BSE)325

- 21.12 The Company will request both Stock Exchanges to provide a separate acquisition window to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE is the Designated Stock Exchange for the purpose of this Buyback. The details of the acquisition window will be specified by the Stock Exchanges from time to time.
- 21.13 All Eligible Shareholders, through their respective Stock Broker(s), will be eligible to place and be responsible for placing orders in the acquisition window.
- 21.14 During the Tendering Period, the order for selling the Equity Shares will be placed in the acquisition window by Eligible Shareholders through their respective Stock Brokers during normal trading hours of the secondary market. Stock Brokers can enter orders for both Equity Shares in demat and physical form.

- 21.15 Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the Tendering Period of the Buyback. Multiple bids made by single shareholders for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 21.16 The cumulative quantity tendered shall be made available on websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 21.17 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 21.18 **Procedure to be followed by Equity Shareholders holding Equity Shares in the dematerialised form**
- 21.18.1 Eligible Shareholders who desire to tender their Equity Shares in dematerialised form under the Buyback would have to do so through their respective Stock Broker by indicating to their Stock Broker the details of Equity Shares they intend to tender under the Buyback.
- 21.18.2 The Stock Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the Stock Exchanges.
- 21.18.3 The lien shall be marked by the Stock Broker in the demat account of the Eligible Shareholder for the shares tendered in Tender Offer. Details of shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the Depositories to Clearing Corporation. In case, the shareholders demat account is held with one depository and clearing member pool and Clearing Corporation account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the Tendering Period. Inter depository tender offer (the "IDT") instructions shall be initialled by the shareholders at source depository to clearing member/ Clearing Corporation account at target depository. Source depository shall block the shareholder's securities (i.e., transfers from free balance to blocked balance) and send IDT message to target depository for confirming creation of lien. Details of shares blocked in the shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- 21.18.4 For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodian. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours (i.e., 3:30 PM) on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 21.18.5 Upon placing the bid, the Stock Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered, etc. In case of non-receipt of the completed Tender Form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 21.18.6 Eligible Shareholders who have tendered their demat shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the demat shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- 21.18.6.1. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
- 21.18.6.2. Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and
- 21.18.6.3. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).
- 21.18.7 **IN CASE OF DEMAT EQUITY SHARES, SUBMISSION OF TENDER FORM AND TRS IS NOT REQUIRED.** After the receipt of the demat Equity Shares by the Clearing Corporation and

a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Equity Shares in demat form.

**21.18.8 Non-Resident shareholders (except FPIs) are required to submit the tender form, self-declaration forms (Annexure 1 and Annexure 2) along with below mentioned documents to avail DTAA benefit for lower rate for withholding tax to be determined by Company;**

- a. Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed rule 158 under the Income-tax Rules, 2026 in absence of PAN Card.
- b. Copy of the Tax Residency Certificate for financial year 2026-27 obtained from the revenue or tax authorities of the country of tax residence.
- c. Electronic Form 41 can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal/>
- d. Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

21.18.9 In absence of receipt of aforementioned documents, the Company will deduct the tax for Non-Resident shareholders at maximum marginal tax rate.

21.18.10 The Eligible Shareholders will have to ensure that they keep the DP account active and unblocked. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to Acceptance of Buyback of shares by the Company. In the event if any Equity Shares are tendered to Clearing Corporation, excess dematerialised Equity Shares or unaccepted dematerialised Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the security transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the shareholder broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess dematerialised shares or unaccepted dematerialised shares, if any, will be refunded to the respective custodian depository pool account.

**21.19 Procedure to be followed by Equity Shareholders holding Equity Shares in the physical form:**

While shareholders holding equity shares in physical form are eligible to participate in the Buyback, they are urged to have their shares dematerialised so as to be able to freely transfer them and participate in corporate actions in a convenient and effective manner.

The procedure to be followed by Equity Shareholders holding Equity Shares in the physical form is as below:

21.19.1 Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Stock Brokers along with the complete set of documents for verification procedures to be carried out including the (i) the Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) duly filled Form ISR-4 by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company, (v) latest Client Master List ("**CML**") of the demat account, not older than two months and duly attested by the Depository Participant ("**DP**") and duly filled in demat conversion request form ("**DCRF**") along with the service request to process transfer of balance unaccepted shares (iv) self-attested copy of the Eligible Shareholder's PAN Card, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarised copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of an Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar Card, Voter Identity Card or Passport.

- 21.19.2 Based on the documents mentioned in paragraph 21.19.1 above, the Stock Broker shall place the bid on behalf of the Eligible Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Buyback using the acquisition window of the Stock Exchanges. Upon placing the bid, the Stock Broker shall provide a TRS generated by the Stock Exchanges' bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered, etc.
- 21.19.3 The Stock Broker has to deliver the original share certificate(s) and documents (as mentioned in paragraph 21.19.1 above) along with TRS either by Speed post or courier or hand delivery to the Registrar (at the address mentioned at paragraph 19.1 above or the collection centres of the Registrar details of which will be included in this Letter of Offer) on or before the Buy-back Closing Date by the Stock Broker. The envelope should be super-scribed as "**Wipro Buyback Offer 2026**". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to the Stock Broker/ Eligible Shareholder.
- 21.19.4 An Eligible Shareholder holding physical Equity Shares should note that physical Equity Shares will not be Accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, it will be treated as 'confirmed bids'.
- 21.19.5 All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) if there is any other company's equity share certificate(s) enclosed with the Tender Form instead of the Equity Share certificate(s) of the Company; (ii) if the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) if the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate(s) or other relevant documents; or (iv) in case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/Registrar of the Company.
- 21.19.6 In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialization, such Equity Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the Tendering Period of the Buyback.
- 21.20 **For Equity Shares held by Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (Read with paragraph 18 "DETAILS OF THE STATUTORY APPROVALS"):**
- 21.20.1 While tendering their Equity Shares under the Buyback, all Eligible Shareholders, being Non-Resident Shareholders of Equity Shares (excluding FPIs/FILs) shall also enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- 21.20.2 Eligible Shareholders who are FILs/FPIs should also enclose a copy of their SEBI registration certificate.
- 21.20.3 In case the Equity Shares are held on repatriation basis, the Non-Resident Eligible Shareholder shall obtain and enclose a letter from its authorised dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident Eligible Shareholder from the appropriate account (e.g. NRE a/c.) as specified by RBI in its approval. In case the Non-Resident Eligible Shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted under the Buyback.
- 21.20.4 If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

**THE NON RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE**

**THE SAME TO PARTICIPATE IN THE BUYBACK, SHALL NOT INVALIDATE THE BUYBACK OFFER IN ANY WAY.**

**21.21 In case of non-receipt of the Letter of Offer and the Tender Form:**

**21.21.1 In case the Equity Shares are in dematerialised form:** If Eligible Shareholder(s) who have been sent the Letter of Offer and the Tender Form through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ID, beneficiary account number, and upon receipt of such request, a physical copy of the Letter of Offer shall be provided to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the websites of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at <https://www.wipro.com/investors/buy-back/>, <https://kosmic.kfintech.com/karisma/buybackofferv2.aspx>, [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.jmfl.com](http://www.jmfl.com), respectively, or by providing their application in writing on plain paper, signed by all Equity Shareholders, stating name and address of shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number and number of Equity Shares tendered for the Buyback.

**21.21.2 In case the Equity Shares are in physical form:** Eligible Shareholder(s) have been sent the Letter of Offer and the Tender Form through electronic means. An Eligible Shareholder may participate in the Buyback by providing their application in writing on plain paper signed by all Equity Shareholders stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original share certificate(s), copy of Equity Shareholders' PAN card(s) and executed share transfer form in favour of the Company. The Letter of Offer, Tender Form, share transfer form SH-4 and Form ISR-4 can be downloaded from the websites of the Company, the Registrar to the Buyback, the Stock Exchanges and the Manager to the Buyback at <https://www.wipro.com/investors/buy-back/>, <https://kosmic.kfintech.com/karisma/buybackofferv2.aspx>, [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) and [www.jmfl.com](http://www.jmfl.com), respectively. Equity Shareholders must ensure that the Tender Form, along with the TRS and requisite, reach the Registrar not later than Buyback Closing Date i.e., June 17, 2026 (by 5:00 PM IST). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar of the Company or are not in the same order (although attested), such applications are liable to be rejected under this Buyback.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Stock Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Stock Broker or broker in the electronic platform to be made available by the Stock Exchange before the Buyback Closing Date.

The Company shall Accept Equity Shares validly tendered by Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback, before participating in the Buyback.

**21.22** The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Equity Shareholders. The Company does not accept any responsibility for the decision of any Equity Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Equity Shareholders are advised to adequately safeguard their interest in this regard.

### 21.23 Method of Settlement

Upon finalization of the basis of Acceptance as per Buyback Regulations:

- 21.23.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- 21.23.2 The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank accounts as per the prescribed schedule. The settlement of fund obligation for dematerialised shares shall be affected as per the SEBI Circulars and as prescribed by Stock Exchanges and Clearing Corporation from time to time. For Equity Shares Accepted under the Buyback, the Clearing Corporation will make direct funds payout to respective Eligible Shareholders. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/an Eligible Shareholder's Bank, due to any reason, such funds will be transferred to the concerned Stock Broker's settlement bank account for onward transfer to such Eligible Shareholders.
- 21.23.3 In case of certain client types viz. NRI and foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account. For this purpose, the client type details would be collected from the Depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.
- 21.23.4 The Equity Shares bought back in demat form would be transferred directly to the Company Demat Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges.
- 21.23.5 For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Stock Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- 21.23.6 Details in respect of shareholder's entitlement for Tender Offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporations will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporations.
- 21.23.7 In the case of inter depository, Clearing Corporations will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporations or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of Tendering Period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- 21.23.8 In relation to the Equity Shares held in the physical form, the Registrar/ Company shall verify and process the service requests and thereafter issue securities to the securities holder/ claimant in dematerialised form, directly in the demat account of the securities holder/ claimant, within 30 days of its receipt of such request after removing objections, if any. After verifying and processing the request, the Registrar/ Company shall initiate the demat conversion request in the depository system for direct credit of securities in the demat account of the security holder/ claimant. Post confirmation of the demat conversion request, the Depositories/ Registrar/

Company shall send an intimation to the security holder/ claimant regarding successful dematerialization of the securities. The RTA shall retain the physical securities as per the existing procedure and deface the certificate with a stamp "Securities issued in dematerialised form" on the face/ reverse of the certificate, subsequent to processing of service request.

- 21.23.9 The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by speed post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Buyback are completed.
- 21.23.10 The Company's Broker would also issue a contract note to the Company for the Equity Shares Accepted under the Buyback.
- 21.23.11 Eligible Shareholders who intend to participate in the Buyback should consult their respective Stock Broker(s) for any cost, applicable taxes, charges and expenses (including brokerage), stamp duty, etc., that may be levied by the Stock Broker(s) upon the Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders, in respect of Accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage and/or stamp duty) incurred solely by the Eligible Shareholders.
- 21.23.12 The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.
- 21.24 The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:
- 21.24.1 the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date;
- 21.24.2 there is a name mismatch in the dematerialised account of the Eligible Shareholder;
- 21.24.3 there exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists;
- 21.24.4 the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of June 17, 2026 (by 5:00 PM IST);
- 21.24.5 if there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
- 21.24.6 if the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
- 21.24.7 if the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate or other relevant documents; or
- 21.24.8 in the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

## **22. NOTE ON TAXATION**

### **A. INDIAN TAXATION**

**THE SUMMARY OF THE TAX CONSIDERATIONS RELATING TO THE BUYBACK OF EQUITY SHARES AS LISTED ON THE STOCK EXCHANGE SET OUT IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE**

**ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.**

**IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES OF A BUYBACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.**

**THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY.**

**THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.**

## **1. GENERAL**

With effect from April 1, 2026, the Income-tax Act, 1961 (“the **old Act**”) (together with the Income tax Rules, 1962) has been replaced by the Income-tax Act, 2025 (“the **Income-tax Act**”) and the Income-tax rules, 2026 (“the **Income tax Rules**”).

The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to taxation in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act.

A person who qualifies as a non-resident for Indian income-tax purposes is generally subject to tax in India only on such person’s India-sourced income or income received by such person in India. In case of shares of a company, the source of income from shares would depend on the “situs” of such shares. As per judicial precedents, generally the “situs” of the shares is where a company is “incorporated” and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the Company’s shares would be “situated” in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the Income Tax Act. Further, the non-resident can avail themselves of the beneficial provisions of the Double Taxation Avoidance Agreement (“**DTAA**”) between India and the respective jurisdiction of the shareholder subject to meeting relevant conditions and providing and maintaining necessary information and documents as prescribed under the Income Tax Act.

The summary of tax implications on the buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the stock exchanges in India unless stated otherwise.

## **2. Income tax provisions in respect of buyback of equity shares listed on the recognized stock exchange based on the current provisions of the tax laws of India.**

Pursuant to amendments effective April 1, 2026, income tax from the buyback of shares is now levied directly on the shareholders. Previously, from October 1, 2024, until March 31, 2026, buyback proceeds were fully taxed as deemed dividends at the shareholder's applicable slab rates, the original cost of acquiring the shares was

recognized as a capital loss, which be offset against other capital gains. Here are the key features of the new system:

Aspect	Details
Tax Incidence	The tax is now payable by the shareholders on the gains made from the buyback
Nature of Income	The income is treated as capital gains in the hands of shareholders
Computation of Gains	Capital gains are calculated as the difference between the buyback price offered by the company and the shareholder's original cost of acquiring the shares  <i>(refer note below the table for shares acquired prior to February 1, 2018)</i>
Applicable Tax Rate	<p>a) The rate depends on the holding period.</p> <p><b>Long-Term Capital Gains (LTCG):</b> For shares held over 12 months, a rate of 12.5% is applicable (with an exemption up to ₹ 1.25 Lakhs). <b>Short-Term Capital Gains (STCG):</b> For shares held for 12 months or less, a rate of 20% is applicable.</p> <p>b) Additional tax rate as specified in table under section 69 sub-section 2(b) of the Income-tax Act is applicable in case of purchase of shares from promoters.</p> <p><i>(Tax rates provided above shall be increased by applicable surcharge and cess as notified)</i></p> <p><i>*In the absence of PAN/ invalid PAN, a higher rate of 20% would be applied (subject to furnishing of documents as per Rule 217 of Income-tax Rules, 2026) for non-resident shareholders at the time of deducting tax at source.</i></p>

Note: For computing long-term capital gains of shares acquired prior to February 1, 2018 (including bonus shares credited prior to February 1, 2018), the cost of acquisition shall be deemed to be the **higher of**:

- the **actual cost of acquisition** of such equity shares; and
- the lower of:
  - **fair market value (highest price of the equity share quoted on the stock exchange) on January 31, 2018;** and
  - **buyback price.**

Shareholders are advised that the applicability of the above provisions depends on the specific facts of their case, including the nature of acquisition, and fulfilment of prescribed conditions under the Income tax Act and the Income tax Rules.

In view of the above, shareholders are requested to consult their tax advisors for determination of the appropriate cost of acquisition and consequential capital gains arising on participation in the Buyback.

**Taxation for ADS holders.** A non-resident holder of ADSs, each representing one Equity Share evidenced by ADRs, may participate in the Buyback by submitting their ADSs to the Depository, for cancellation and withdrawing the underlying Equity Shares and then tendering those Equity Shares back to the Company for buyback through the stock exchange in India.

There can be no assurance that the Equity Shares offered by a holder of ADSs (each a "Holder" or collectively, the "Holders") in the Buyback will be accepted. Holders are advised to consult their legal, financial and tax advisors for advice prior to participating in the Buyback, including advice related to any regulatory approvals and tax issues.

The following is a brief summary of potential capital gains taxation events in respect of ADS issued to non-resident holders against the issue of Equity Shares of the Company:

- Conversion of ADSs to Equity Shares - There are no specific tax provisions in India enumerating India tax consequences on redemption of ADSs into Equity Shares. The prevailing view is that Equity Shares received by non-resident holders upon redemption of ADSs is merely a change in the form of holding and may not be considered as a "transfer" and hence not subject to capital gains tax in India at the point of redemption. While there are arguments in favor of the position that redemption of ADSs into equity shares should not be subject to capital gains tax, the law is not clear on this and there are no relevant tax rulings. As a result, this view is not free from doubt.
- Sale of Equity Shares in the Buyback - Under the amendments to the Income Tax Act described under the section 69 titled "Capital gain on purchase by company of its own shares or other specified securities" non-resident holders of Equity Shares of the Company are liable to pay capital gains tax upon the sale of their Equity Shares in the Buyback.

#### Tax Deduction at Source

For Resident Shareholders, the Company is not required to deduct any Tax at Source.

For Non-resident shareholders, the Company is required to deduct tax at source on payment made to Non-resident, if such payment is chargeable to tax in India under the provisions of the Income Tax Act, at the time of payment or credit whichever is earlier, at the rates in force. The Company would be considering appropriate cost of acquisition for computing capital gains as per the provisions mentioned above.

Further, the non-resident shareholders are requested to submit a self-declaration with respect to purchase of shares being tendered for buyback to enable the Company compute capital gain chargeable to tax. The details must be provided separately for each purchase transaction, capturing the distinct date of acquisition and corresponding cost. Similar date-wise listing has to be provided for bonus shares as well, capturing the date of credit. The said details are required to be shared on or before June 17, 2026, 5:00 PM IST in the format enclosed as **Annexure 1** to this letter. Shareholders are required to fill all the mandatory fields in the said declaration and furnish within the timeline mentioned above. Further, it is suggested for the shareholders to provide for the declarations in system typed format as against handwritten for ease of verification and processing.

Non-resident shareholders may also provide a Lower Tax Deduction Certificate (LTDC) certificate issued by the Income Tax Department under Section 395 of the Income Tax Act, which authorizes company to deduct WHT at a lower rate instead of the standard prescribed rate under Income Tax Act.

Furthermore, the term "rates in force" is defined under the Income Tax Act to include rates specified under the Finance Act for the relevant year or the rates specified under the double taxation avoidance agreement with the respective countries. In this regard, the Finance Act, 2026 provides rates in force on capital gain as outlined in above table.

However, Income Tax Act provides that in order to be eligible to claim relief under DTAA, a non-resident will need to provide a TRC issued by the relevant foreign government. Further, basis judicial precedents and Income tax Rules, 2026 following is required to maintain to avail benefits under the relevant DTAA:

- i. Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under the Income-tax Rules, 2026 in absence of PAN Card.

- ii. Copy of the Tax Residency Certificate for Tax year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders/authorized signatory
- iii. Form 41 for tax year 2026-27 obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal/>.
- iv. Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable DTAA (Refer **Annexure 2**)
- v. Self-declaration of beneficial ownership of equity shares by the non-resident shareholder (Refer **Annexure 2**)
- vi. Self-declaration of fulfilling all conditions of DTAA for being eligible to claim benefit of the relevant DTAA read with Multilateral Instrument (MLI). (Refer **Annexure 2**)
- vii. Any other documents as prescribed under the Income Tax Act for lower withholding of taxes, if applicable, duly attested by the shareholders.

The aforesaid documents along with self-declaration in the format enclosed as **Annexure 2** needs to be submitted to the Company on or before June 17, 2026, 5:00 PM IST post which the same shall not be accepted. DTAA documents needs to be provided by non-resident shareholders, only in case DTAA benefit is being availed. These documents are in addition to the declaration sought in relation to cost of acquisition of shares mentioned above.

Kindly note that any relief in withholding tax rate is subject to the DTAA provisions applicable and would depend on the documents submitted.

The non-resident shareholders need to consult their tax advisors with regard to availability of tax credit for such taxes withheld by the Company.

THE ABOVE NOTE ON TAXATION SETS OUT THE PROVISIONS OF LAW IN A SUMMARY MANNER ONLY AND IS NOT A COMPLETE ANALYSIS OR LISTING OF ALL POTENTIAL TAX CONSEQUENCES OF THE DISPOSAL OF EQUITY SHARES. THIS NOTE IS NEITHER BINDING ON ANY REGULATORS NOR CAN THERE BE ANY ASSURANCE THAT THEY WILL NOT TAKE A POSITION CONTRARY TO THE COMMENTS MENTIONED HEREIN. HENCE, YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS FOR THE TAX PROVISIONS APPLICABLE TO YOUR PARTICULAR CIRCUMSTANCES.

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

## **B. CERTAIN MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES**

The following is a summary of certain material U.S. federal income tax consequences that may be relevant with respect to a participation in the Buyback of Equity Shares to U.S. holders (as defined below) (or the exchange of ADSs for Equity Shares and subsequent participation in the Buyback) and is for general information only. For purposes of this discussion, "U.S. holders" are individuals who are citizens or residents of the United States, 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, estates, the income of which is subject to U.S. federal income taxation regardless of its source, and trusts having a valid election to be treated as a United States person (within the meaning of Section 7701(a)(30) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**")) in effect under U.S. Treasury Regulations or for which a U.S. court exercises primary supervision and a United States person has the authority to control all substantial decisions.

This summary is limited to U.S. holders who 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 Government of the Republic of India for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (the "**Treaty**"). If a partnership (or an entity treated as a partnership or a pass-through entity for U.S. federal income tax purposes) holds the Equity Shares or ADSs, the tax treatment of a partner or owner will generally depend upon the status of the partner or owner and upon the activities of the partnership or the pass-through entity. A partner in a partnership or an owner in a pass-through entity 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 non-U.S. jurisdiction, potential application of the Medicare contribution tax on net investment income, 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, pension plans, financial institutions, dealers in securities or currencies, tax-exempt entities, persons liable for alternative minimum tax, persons that 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, persons who are subject to special tax accounting rules under Section 451(b) of the Code, holders of 10% or more, by voting power or value, of the shares of the Company, persons that are controlled foreign corporations, foreign controlled foreign corporations, passive foreign investment companies, or corporations that accumulate earnings to avoid U.S. federal income tax, persons who hold or receive our Equity Shares or ADSs pursuant to the exercise of any option or otherwise as compensation, persons deemed to sell our Equity Shares or ADSs under the constructive sale provisions of the Code, or certain U.S. expatriates and certain former citizens or long-term residents of the United States. This summary is based on the tax laws of the United States as in effect on the date of this document and on 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 dated October 19, 2000 as amended, by and among the Company, the Depository and the holders from time to time of ADRs (the "**Deposit Agreement**") and any related agreement will be performed in accordance with its terms. All of the foregoing is subject to change, which change could apply retroactively and could affect the tax consequences described below.

**EACH INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR WITH RESPECT TO THE U.S. FEDERAL, STATE AND LOCAL AND NON-U.S. TAX CONSEQUENCES OF PARTICIPATING IN THE BUYBACK.**

*Ownership of ADSs.* For U.S. federal income tax purposes, U.S. Holders generally will be treated as the owners of Equity Shares represented by such ADSs. Accordingly, the conversion of ADSs into Equity Shares to participate in the Buyback generally will not be subject to U.S. federal income tax.

*Tax Treatment of Buyback.* An exchange of Equity Shares for cash by a U.S. holder pursuant to the Buyback will be a taxable transaction for U.S. federal income tax purposes. In such case, depending on the applicable U.S. holder's particular circumstances, such tendering U.S. holder will be treated either as recognizing gain or loss from the disposition of the Equity Shares or as receiving a distribution from the Company.

Under Section 302 of the Code, a tendering U.S. holder will recognize gain or loss on the exchange of Equity Shares for cash if the exchange:

- results in a "complete termination" of the holder's interest in the Company;
- results in a "substantially disproportionate" redemption with respect to such U.S. holder; or
- is "not essentially equivalent to a dividend" with respect to the U.S. holder.

The receipt of cash by a U.S. holder in the exchange of Equity Shares will be deemed to result in a "complete termination" of the holder's interest in the Company if either (i) all the shares actually and constructively owned by the holder (including shares which he or she has the right to acquire by exercise of an option) are sold pursuant to the Buyback and such holder does not thereafter own any shares of the Company either actually or constructively or (ii) all the Equity Shares actually owned by a holder are sold pursuant to the Buyback, the holder is eligible to waive and effectively waives constructive ownership of shares owned by family members under procedures described in Section 302 of the Code, and the holder does not actually or constructively own any other shares of the Company (after giving effect to such waiver of family attribution). Any holder intending to waive family attribution for purposes of satisfying the requirement set forth in the preceding clause (ii) should consult with his or her own tax advisor.

An exchange of Equity Shares for cash generally will be a substantially disproportionate redemption with respect to a U.S. holder if the percentage of the voting stock owned by such U.S. holder immediately after the exchange is less than 80% of the percentage of the voting stock owned by such U.S. holder immediately before the exchange and after the exchange the U.S. holder owns less than 50% of the total combined voting power of all classes of stock entitled to vote.

If an exchange of Equity Shares for cash fails to satisfy the "substantially disproportionate" test, the U.S. holder may nonetheless satisfy the "not essentially equivalent to a dividend" test. An exchange of Equity Shares for cash will satisfy the "not essentially equivalent to a dividend" test if it results in a "meaningful reduction" of the U.S. holder's equity interest in the Company given such U.S. holder's particular facts and circumstances. The Internal Revenue Service (the "**IRS**") has indicated in published rulings that a relatively minor reduction of the proportionate equity interest of a U.S. holder whose relative equity interest is minimal and who does not exercise any control over or participate in the management of corporate affairs should be treated as "not essentially equivalent to a dividend."

In applying the Section 302 tests, each U.S. holder must take into account Equity Shares and ADSs that such U.S. holder constructively owns under certain attribution rules, pursuant to which a U.S. holder will be treated as owning any Equity Shares and ADSs owned by certain family members (which family attribution, in certain circumstances, may be waived) and related entities, and Equity Shares and ADSs that the U.S. holder has the right to acquire by exercise of an option. Because the Section 302 tests are applied on a stockholder by stockholder basis, the Buyback may be a sale or exchange for certain U.S. holders and a distribution for others. Each U.S. holder should consult its tax advisors regarding the application of the rules of Section 302 in its particular circumstances.

*Sale or Exchange.* Subject to the "passive foreign investment company" ("**PFIC**") rules described below, if a U.S. holder is treated under the Section 302 tests as recognizing gain or loss for U.S. federal income tax purposes from the disposition of Equity Shares for cash, such gain or loss will be equal to the difference between the U.S. dollar value of the amount realized and the U.S. holder's tax basis, determined in U.S. dollars, in the Equity Shares. Gain or loss recognized will be long-term capital gain or loss with respect to Equity Shares held for more than 12 months at the time of the disposition and any gain recognized generally will be income from sources within the United States for foreign tax credit limitation purposes. Long-term capital gains of non-corporate U.S. holders are generally taxed at preferential rates. Capital gains realized by a U.S. holder upon sale of Equity Shares may be subject to tax in India, including withholding tax.

See "Certain Tax Consequences of the Buyback for Non-Resident Shareholders - Indian Taxation." 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. U.S. holders should consult their own tax advisors regarding the tax treatment to them if the Buyback is treated as a sale or exchange.

*Distribution.* If a U.S. holder is not treated under the Section 302 tests (discussed above) as recognizing gain or loss on a disposition of Equity Shares for cash, such U.S. holder will be treated as having received a distribution from the Company. The gross amount of the distribution will generally be treated as dividend income to the extent made from the current or accumulated earnings and profits (as determined under U.S. federal income tax principles) of the Company. Such dividends will not be eligible for the dividends received deduction generally allowed to corporate U.S. holders in respect of dividends received from other domestic corporations. To the extent that the amount of the Buyback exceeds the Company's current and accumulated earnings and profits, if any, as determined under U.S. federal income tax principles, such excess will be treated first as a tax-free return of the U.S. holder's tax basis in the Equity Shares and thereafter as capital gain.

The Company does not intend to calculate its earnings and profits according to U.S. federal income tax principles. Accordingly, notwithstanding the discussion in the preceding paragraphs, if the Buyback is treated as a distribution on the Company's Equity Shares, such distribution will generally be taxed to the U.S. holder as a dividend for U.S. tax purposes. In addition, as discussed above, a U.S. holder may not be able to utilize any Indian taxes (if applicable) as a credit against the U.S. holder's federal income tax liability with respect to such distribution.

Subject to certain conditions and limitations, including the PFIC rules described below, dividends paid to non-corporate U.S. holders, including individuals, may be eligible for a reduced rate of taxation if the Company is deemed to be a "qualified foreign corporation" for U.S. federal income tax purposes. A qualified foreign corporation includes a foreign corporation (1) with respect to any dividend it pays on its shares that are readily tradable on an established securities market in the United States, or (2) if it is eligible for the benefits under a comprehensive income tax treaty with the United States that the U.S. Treasury Secretary determines is satisfactory and that includes an exchange of information program. In addition, a corporation is not a qualified foreign corporation if it is a PFIC in the current taxable year or the prior taxable year (as discussed below). Our ADSs are listed on New York Stock Exchange. We believe, but cannot assure you, that the ADSs will be readily tradable on an established securities market in the United States and that we will be a qualified foreign corporation with respect to dividends paid on the ADSs. Based on existing guidance, it is not clear whether a dividend on an Equity Share will be treated as a qualified dividend because the Equity Shares are not themselves listed on a U.S. Exchange. Although the Equity Shares are not themselves listed on a U.S. exchange, the Company may be eligible for benefits under the Treaty, which the U.S. Treasury Secretary has determined is satisfactory for this purpose and which includes an exchange of information program.

**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 AND WHETHER ANY FOREIGN TAX CREDITS ARE AVAILABLE TO IT IN RESPECT OF INDIAN WITHHOLDING TAX, IF ANY.**

**1. PASSIVE FOREIGN INVESTMENT COMPANY**

A non-U.S. corporation will be classified as a PFIC for U.S. federal income tax purposes if either:

- 75% or more of its gross income for the taxable year is passive income; or

- 50% or more of its average quarterly assets during the taxable year is attributable to assets that produce or are held for the production of passive income.

The Company does not believe that it satisfies either of the tests for PFIC status for the fiscal year ended March 31, 2026 and the Company does not expect to satisfy either of the tests for the fiscal year ending March 31, 2027. However, because this determination is made on an annual basis and depends on a variety of factors (including the Company's market capitalization), no assurance can be given that the Company was not considered a PFIC for the fiscal year ended March 31, 2026, or that the Company will not be considered a PFIC for the current taxable year and/or future taxable years. If the Company were to be a PFIC for any taxable year in which a U.S. holder owns Equity Shares or ADSs, U.S. holders would be required to pay an interest charge together with tax calculated at an 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 Equity Shares (including as a result of the Buyback), unless a U.S. holder makes a "QEF election" or a "mark-to-market" election, as described below. In addition, individual U.S. holders will not be eligible for the reduced rates of dividend taxation described above if the Company is a PFIC for the fiscal year of the dividend payment or the preceding taxable year.

If the Company is a PFIC in any year, so long as the Equity Shares or ADSs are and remain "marketable," a U.S. holder may be able to avoid the excess distribution rules described above by having made a timely so-called "mark-to-market" election with respect to such U.S. holder's Equity Shares or ADSs. The Equity Shares or ADSs will be "marketable" as long as they remain regularly traded on a national securities exchange, such as the New York Stock Exchange, or a foreign securities exchange that is regulated or supervised by a governmental authority of the country in which the market is located. A mark-to-market election will be effective for the taxable year for which the election is made and for all subsequent taxable years, unless the Equity Shares or ADSs are no longer regularly traded on a qualified exchange or the IRS consents to the revocation of the election. No assurances may be given regarding whether the Equity Shares or ADSs will qualify, or will continue to be qualified, as being regularly traded in this regard. However, because a mark-to-market election cannot be made for any lower-tier PFICs that the Company may own, a U.S. holder may continue to be subject to the PFIC rules with respect to any indirect interest in any investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes, including the Company's subsidiaries. U.S. holders should consult their own tax advisors with respect to making a mark-to-market election and the tax consequences of the Buyback if such an election is in effect.

In addition, if the Company is a PFIC in any year, a U.S. holder might be able to avoid the excess distribution rules described above by making a timely so-called "qualified electing fund," or QEF, election to be taxed currently on such holder's pro rata portion of the Company's income and gain. However, the Company has not provided, and does not plan to provide, the information necessary for the QEF election, so such election would not have been available to U.S. holders.

In addition, certain information reporting obligations on IRS Form 8621 may apply to U.S. holders if the Company is determined to be a PFIC, including in the year of a sale or disposition.

## **2. BACKUP WITHHOLDING TAX AND INFORMATION REPORTING**

Any dividends on, or proceeds from a sale of, Equity Shares paid to a U.S. holder may be subject to U.S. information reporting, and backup withholding at the applicable statutory rate (currently, 24%), may apply unless such holder is an exempt recipient or provides a 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 will generally

be allowed as a refund or credit against the holder's U.S. federal income tax, provided that the required information is furnished to the IRS.

**THE ABOVE SUMMARY IS NOT INTENDED TO BE A COMPLETE ANALYSIS OF ALL TAX CONSEQUENCES RELATING TO PARTICIPATION IN THE BUYBACK. YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE U.S. FEDERAL INCOME TAX LAWS TO YOUR PARTICULAR CIRCUMSTANCES, AS WELL AS ANY ADDITIONAL TAX CONSEQUENCES RESULTING FROM PARTICIPATION IN THE BUYBACK, 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.**

**23. DECLARATION BY THE BOARD OF DIRECTORS**

Declaration as required under clause (ix) and clause (x) of Schedule I to the Buyback Regulations:

- 23.1 The Board of Directors confirms that there are no defaults subsisting in repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payment thereon to any financial institutions or banking company in the last three years.
- 23.2 The Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:
- a. that immediately following the date on which the Board Meeting is convened, i.e., April 16, 2026 or following the date on which the result of shareholders' resolution was declared (the "**Postal Ballot Resolution**"), approving the Buyback, or the date of the Letter of Offer, there will be no grounds on which the Company could be found unable to pay its debts;
  - b. that as regards the Company's prospects for the year immediately following the date of the Board Meeting, i.e., April 16, 2026 or the Postal Ballot Resolution or the date of the Letter of Offer that, having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting, i.e., April 16, 2026 or the Postal Ballot Resolution or the date of the Letter of Offer; and
  - c. that in forming an opinion for the above purposes, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act 1956, Companies Act, 2013 or the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

This declaration is made and issued under the authority of the Board in terms of the resolution passed at the meeting held on April 16, 2026.

For and on behalf of the Board of Directors of Wipro Limited,

Sd/- <b>Rishad A Premji</b>	Sd/- <b>Srinivas Pallia</b>
Chairman (Director Identification Number (DIN): 02983899)	Chief Executive Officer and Managing Director (DIN): 10574442

## 24. AUDITORS CERTIFICATE

The text of the report dated April 16, 2026 of Deloitte Haskins & Sells LLP, the Statutory Auditors of the Company, addressed to the Board is reproduced below:

To,  
**The Board of Directors**  
**Wipro Limited**  
Doddakannelli, Sarjapur Road,  
Bangalore - 560035  
Dear Sirs/Madam,

**Subject: Statutory Auditor's report in respect of proposed buyback of equity shares by Wipro Limited ("the Company") in terms of Clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended (the "Buyback Regulations").**

1. This Report is issued in accordance with the terms of our engagement letter dated July 15, 2025.
2. The Board of Directors of Wipro Limited ("Company") have approved a proposal for Buyback of equity shares by the Company (subject to the approval of its shareholders) at its meeting held on April 16, 2026 in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended ("the Act") and the Buyback Regulations.
3. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment (including premium) ("**Annexure A**") as at March 31, 2026", hereinafter referred to as the "Statement" prepared by the management of the Company, which we have initialed for identification purpose only.

### **Management's Responsibility for the Statement**

4. The preparation of the Statement in accordance with Section 68(2) of the Act, Regulation 4(i) of the Buyback Regulations and in compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment (including premium), the preparation of the Statement and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

### **Auditors' Responsibility**

5. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance that:
  - i. we have inquired into the state of affairs of the Company in relation to the audited interim condensed standalone and consolidated financial statements as at and for the three months and year ended March 31, 2026.
  - ii. the amount of permissible capital payment for the proposed buyback of equity shares as stated in **Annexure A**, has been properly determined considering the audited interim condensed standalone and consolidated financial statements as at and for the three months and year ended March 31, 2026 in accordance with Section 68(2)(b) and 68(2)(c) of the Act, Regulations 4(i) and Regulation 5(i)(b) of the Buyback Regulations.
  - iii. the Board of Directors of the Company, in their meeting held on April 16, 2026, have formed the opinion as specified in clause (x) of Schedule I to the Buyback

Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (in terms of the Companies Act, 2013 and/or the Insolvency and Bankruptcy Code, 2016, each as amended) within a period of one year from aforesaid date and from the date on which results of passing of the Board resolution dated April 16, 2026 as well as for a period of one year immediately following the date of passing the special resolution with regard to the proposed buyback.

6. The audited interim condensed standalone and consolidated financial statements referred to in paragraph 5 above have been audited by us, on which we have issued an unmodified audit opinion vide our reports dated April 16, 2026. We conducted our audit of the interim condensed standalone and consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (the "standards") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the ICAI ("Guidance Note") and standards of auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### **Opinion**

9. Based on inquiries conducted and our examination as above, we report that:
  - i. We have inquired into the state of affairs of the Company in relation to its audited interim condensed standalone and consolidated financial statements as at and for the three months and year ended March 31, 2026 which have been approved by the Board of Directors of the Company on April 16, 2026.
  - ii. The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith as **Annexure A**, in our view has been properly determined in accordance with the provisions of Section 68(2)(b) and 68(2)(c) of the Act, Regulation 4(i) and Regulation 5(i)(b) of the Buyback Regulations. The amounts of share capital and free reserves have been extracted and computed from the audited interim condensed standalone and consolidated financial statements of the Company as at and for the three months and year ended March 31, 2026.
  - iii. The Board of Directors of the Company, in their meeting held on April 16, 2026 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (in terms of the Companies Act, 2013 and/or the Insolvency and Bankruptcy Code, 2016 within a period of one year from the date of passing the Board Resolution dated April 16, 2026 as well as for a period of one year immediately following the date of passing of the results of the shareholders' resolution with regard to the proposed buyback are passed.

## Restriction on Use

10. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act, and the buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the explanatory statement to the notice for special resolution, public announcement, and other documents pertaining to buyback to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to JM Financial Limited ("the managers"), each for the purpose of buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

### For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

(Firm's Registration No. 117366W/W-100018)

Sd/-

Satish Vaidyanathan

Partner

Membership No. 217042

UDIN: 26217042TYGQMD7224

Place: Bengaluru

Date: April 16, 2026

## Annexure A

### Statement of Permissible Capital Payment (including premium)

Computation of amount of permissible capital payment towards buyback of Equity Shares in accordance with Section 68(2) of the Companies Act, 2013 and the Buyback Regulations based on audited interim condensed standalone and consolidated financial statements as at and for the three months and year ended March 31, 2026:

Particulars	Amount (In Rs. Millions) Standalone	Amount (In Rs. Millions) Consolidated
<b>Paid-up Equity Share Capital as at March 31, 2026 (A)</b>	20,977	20,977
Free Reserves as at March 31, 2026		
– Retained Earnings	573,547	723,024
– Securities Premium Reserve	5,770	6,229
<b>Total Free Reserves (B)</b>	<b>579,317</b>	<b>729,253</b>
<b>Total paid up equity share capital and free reserves (A + B)</b>	<b>600,294</b>	<b>750,230</b>
Maximum amount permissible for the buyback i.e. lower of 25% of total paid-up equity capital and free reserves of standalone and consolidated financial statements	150,073	

\* excludes adjustments in accordance with section 2(43) of the Companies Act, 2013 aggregating Rs. 5,646 million in Standalone and Rs. 8,249 million in Consolidated retained earnings as at March 31, 2026.

## **25. DOCUMENTS FOR INSPECTION**

The copies of the following documents referred to hereunder are available for inspection by shareholders of the Company at the registered office at Doddakannelli, Sarjapur Road, Bengaluru – 560035, India from 10:00 AM IST to 5:00 PM IST on any Working Day and on the website of the Company <https://www.wipro.com/investors/buy-back/> during the Tendering Period:

- (i) The Certificate of Incorporation of the Company.
- (ii) The Memorandum and Articles of Association of the Company.
- (iii) The annual reports of the Company available for the last three financial years and audited financials for the period ended March 31, 2026.
- (iv) A copy of the resolutions passed by the Board of Directors at the Board Meeting held on April 16, 2026 approving the proposal of the Buyback.
- (v) The certificate dated April 16, 2026 received from Deloitte Haskins & Sells LLP, the Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations.
- (vi) A copy of the special resolution of the Equity Shareholders approving the Buyback, passed by way of postal ballot through remote e-voting, the results of which were announced on May 21, 2026.
- (vii) A copy of the Public Announcement dated May 22, 2026 published in the newspapers on May 25, 2026 regarding the Buyback.
- (viii) A copy of the Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the SCD Rules.
- (ix) The certificate from M/s. D. Prasanna & Co., Chartered Accountants, dated May 22, 2026 certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buyback, in accordance with the Regulations.
- (x) A copy of the Escrow Agreement dated May 22, 2026 between Wipro Limited, Standard Chartered Bank and JM Financial Limited.
- (xi) The confirmation letter by the Escrow Bank dated May 27, 2026 that the Escrow Account has been opened.

## **26. DETAILS OF THE COMPLIANCE OFFICER**

Mr. M Sanaula Khan,  
Company Secretary,  
Wipro Limited  
Doddakannelli, Sarjapur Road,  
Bengaluru-560035  
Tel. No.: +91 80 2844 0011;  
E-mail: [sanaula.khan@wipro.com](mailto:sanaula.khan@wipro.com)

Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. from 10.00 a.m. to 5.00 p.m. IST on all Working Days except Saturday, Sunday and public holidays.

## **27. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS**

- 27.1 In case of any grievances relating to the Buyback (e.g., non-receipt of the Buyback consideration, demat credit, etc.), the investor can approach the Compliance Officer of the Manager to the Buyback and/or Registrar to the Buyback and/or Compliance Officer of the Company for redressal.
- 27.2 If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made thereunder, for the purposes of clause (f) of sub-section (2) of Section 68 of the Companies Act, the Company or any officer of the Company who is in

default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as the case may be.

27.3 The address of the concerned office of the Registrar of Companies is as follows:

**The Registrar of Companies, Karnataka, Bengaluru**

'E' Wing, 2<sup>nd</sup> Floor  
Kendriya Sadan  
Koramangala, Bengaluru-560034, India.

**28. DETAILS OF INVESTOR SERVICE CENTRE**

In case of any query, the Equity Shareholders may contact the Registrar of the Company or the Investor Relations team of the Company, on any day except Saturday, Sunday and Public holidays between 10.00 AM and 5.00 PM IST at the following address:



**KFin Technologies Limited**

Selenium Building, Tower- B, Plot No 31 & 32,  
Financial district, Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy, Telangana - 500032, India.

**Tel No:** +91 40 6716 2222

**Contact person:** Mr. M. Murali Krishna

**Fax No.:** +91 40 6716 1563

**Toll free No.:** 18003094001

**Email:** [wipro.buyback2026@kfintech.com](mailto:wipro.buyback2026@kfintech.com)

**Investor Grievance Email:** [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Website:** [www.kfintech.com](http://www.kfintech.com)

**SEBI Regn. No.:** INR000000221

**Corporate Identification Number:** L72400TG2017PLC117649

**Company Investor Relations:**

**Wipro Limited**

Doddakannelli, Sarjapur Road,  
Bengaluru- 560 035, India.

**Tel:** +91 80 2844 0011

**Contact person:** Abhishek Jain

**Email:** [abhishek.jain2@wipro.com](mailto:abhishek.jain2@wipro.com)

**Website:** [www.wipro.com](http://www.wipro.com)

**29. DETAILS OF THE MANAGER TO THE BUYBACK**

The Company has appointed the following as Manager to the Buyback.



**JM Financial Limited**

7<sup>th</sup> Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025, India

**Tel No.:** +91 22 6630 3030; +91 22 6630 3262

**Fax:** +91 22 6630 3330

**Contact Person:** Ms. Prachee Dhuri

**Email:** [wipro.buyback2026@jmfl.com](mailto:wipro.buyback2026@jmfl.com)

**Website:** [www.jmfl.com](http://www.jmfl.com)

**SEBI Regn. No.:** INM000010361

**Corporate Identification Number:** L67120MH1986PLC038784

**30. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THIS LETTER OF OFFER.**

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Letter of Offer and confirms that such document contains true, factual and material information and does not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on April 16, 2026.

**For and on behalf of the Board of Directors of Wipro Limited**

Sd/-	Sd/-	Sd/-	Sd/-
<b>Rishad A Premji</b> Chairman (Director Identification Number (DIN): 02983899)	<b>Srinivas Pallia</b> Chief Executive Officer and Managing Director (DIN): 10574442	<b>Aparna C. Iyer</b> Chief Financial Officer	<b>M Sanaula Khan</b> Company Secretary Membership Number: F4129

**Place:** Bengaluru

**Date:** June 9, 2026

**31. OFFER FORM**

**TENDER FORM FOR ELIGIBLE SHAREHOLDERS  
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT  
(FOR EQUITY SHAREHOLDERS HOLDING SHARES IN DEMAT FORM)**

Bid Number:  
Date:

<b>BUYBACK OPENS ON:</b>		June 11, 2026			
<b>BUYBACK CLOSES ON:</b>		June 17, 2026			
<b>For Registrar / collection centre use</b>					
Inward No.	Date	Stamp			
<b>Status (Please tick appropriate box)</b>					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII	<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI	<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP	<input type="checkbox"/>	Others (specify)
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<b>India Tax Residency Status: (Please tick appropriate box)</b>					
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India	<input type="checkbox"/>	Resident of .....
					(Shareholder to fill the country of residence)

To,  
**The Board of Directors**  
**Wipro Limited**  
Doddakannelli, Sarjapur Road,  
Bengaluru- 560035  
Tel. No.: +91 80 2844 0011;

Dear Sir/Madam,

**Sub: Letter of Offer dated June 9, 2026 to Buyback up to 60,00,00,000 (Sixty Crore) Equity Shares of Wipro Limited (the “Company”) at a price of ₹ 250/- (Rupees Two Hundred and Fifty only) per Equity Share (“Buyback Price”), payable in cash (the “Buyback”)**

- I / We (having read and understood the Letter of Offer dated June 9, 2026) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price only after necessary deduction of Income Tax and due verification of the validity of the documents and that the

consideration will be paid as per secondary market mechanism and the provisions of SEBI Buyback Regulations and circulars issued by SEBI.

6. I /We agree that we will have to ensure to keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company. Further, I / We will have to ensure to keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of Equity Shares by the Company.
7. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
8. I/ We acknowledge that the responsibility to discharge the tax due on any gains arising on Buyback is on me / us. I / We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
9. I/ We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buyback of Equity Shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buyback of Equity Shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013, the SEBI (Buy-Back of Securities) Regulations, 2018, and the extant applicable foreign exchange regulations. I/we agree that this form is deemed to be my consent letter for any filings under the Foreign Exchange Management Act, 1999 (FEMA) and the rules made thereunder.
11. **Applicable for all non-resident shareholders:** I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999, (the “FEMA Regulations”) and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India. I / We undertake to return to the Company any consideration in respect of the Buy-back that may be wrongfully received by me / us.
12. **Additional self-declaration requirements applicable for all non-resident shareholders (except FPIs):**
  - i. I am/We declare that I/We do not have permanent establishment in India and that the capital gains receivable by me/us from investments in the shares of Company is not effectively connected to any permanent establishment in India.
  - ii. I am/We are the beneficial owner of the investments made by me/us in in the shares of Company and also any income receivable by me/us from such investments.
  - iii. Declaration under Multilateral Instrument (MLI) (Strike off relevant para if not applicable)
    - Article 7(1) - Principal Purpose Test (PPT) - I/We hereby declare that the investments made by me/us in the shares of Company are not arranged in a manner which results in obtaining a tax benefit, whether directly or indirectly, as one of its principal purposes. The tax benefit, if any, derived from such investments would be in accordance with the object and purpose of the relevant provisions of the Double Taxation Avoidance Agreement

between India and ..... (Shareholder to fill the country in which the shareholder is tax resident).

iv. I/We undertake to intimate Company immediately in case of any alteration in the aforesaid declaration including change in tax residential status, etc.

13. Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (June 5, 2026)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

**Note:** An Equity Shareholder may tender Equity Shares over and above his / her / its Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Equity Shareholder over and above the Buyback Entitlement of such Equity Shareholder shall be accepted in accordance with paragraph 20.7 on page 50, 20.8 on page 51 and 20.9 on page 52 of the Letter of Offer. Equity Shares tendered by any Equity Shareholder over and above the number of Equity Shares held by such Equity Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

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**Acknowledgement Slip: WIPRO BUYBACK OFFER 2026**  
(to be filled by the Equity Shareholder) (subject to verification)

DP ID		Client ID	
Received from Mr./Ms./Mrs./M/s			
<b>Form of Acceptance-cum-Acknowledgement, Original TRS along with:</b>			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. & DP ID No. for all future correspondence		Stamp of Stock Broker	

14. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	<input type="checkbox"/>	NSDL	<input type="checkbox"/>	CDSL
Name of the Depository Participant				
DP ID				
Client ID with the DP				

15. Equity Shareholders Details:

Particulars	First/Sole Equity Shareholder	Joint Equity Shareholder 1	Joint Equity Shareholder 2	Joint Equity Shareholder 3
Full Name(s) Of The Equity Shareholder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

\* Corporate shareholder must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

16. **This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.**

## INSTRUCTIONS

1. The Buyback will open on **June 11, 2026** and close on **June 17, 2026**.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. **In case of Eligible shareholders holding and tendering equity shares in demat form, submission of Tender Form and TRS is not required. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Stock Broker by indicating the details of Equity Shares they intend to tender under the Buyback. Please note non-resident shareholders (except FPIs) are required to submit this duly filled Tender form, and self-declaration forms (Annexure 1 and Annexure 2) along with the relevant documents for tax related purposes as mentioned in paragraph 21.18.8 on page 56 of the Letter of Offer to the Registrar. The documents should reach before the close of business hours to the Registrar (on or before June 17, 2026 by 5:00 PM IST). For further details, please follow the procedure as mentioned in paragraph 21.20 on page 57 of the Letter of Offer.**
4. The Equity Shares tendered in the Buyback shall be liable to be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date, (ii) if there is a name mismatch in the demat account of the shareholder, (iii) in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation, or (iv) a non-receipt of valid bid in the exchange bidding system.
5. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the ratio of Buyback, in accordance with the Buyback Regulations.
6. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback.
7. Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
8. For the procedure to be followed by Equity Shareholders for tendering in the Buyback, please refer to section 21 on page 53 of the Letter of Offer.
9. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
10. By agreeing to participate in the Buyback, the non-resident shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

*All capitalised items shall have the meaning ascribed to them in the Letter of Offer.*

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**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD  
BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS  
QUOTING YOUR CLIENT ID AND DP ID:**

**Investor Service Centre:**

**WIPRO BUYBACK OFFER 2026**

**KFin Technologies Limited**

**Selenium Building Tower- B, Plot No 31 & 32., Financial district, Nanakramguda,  
Serilingampally, Hyderabad, Telangana, 500032, India.**

**Tel No.: +91 40 67162222/ 18003094001; Fax: +91 40 6716 1563;**

**Email: [wipro.buyback2026@kfintech.com](mailto:wipro.buyback2026@kfintech.com);**

**Website: [www.kfintech.com](http://www.kfintech.com)**

**Contact Person: Mr. M. Murali Krishna**

**Investor Grievance Id: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)**

**SEBI Registration Number: INR000000221**

**Corporate Identification Number: L72400MH2017PLC444072**

**TENDER FORM FOR ELIGIBLE SHAREHOLDERS**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR EQUITY SHAREHOLDERS  
HOLDING SHARES IN PHYSICAL FORM)**

Bid Number:

Date:

BUYBACK OPENS ON:		June 11, 2026			
BUYBACK CLOSSES ON:		June 17, 2026			
<b>For Registrar / collection centre use</b>					
Inward No.	Date	Stamp			
<b>Status (Please tick appropriate box)</b>					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII	<input type="checkbox"/>	Insurance Co.
<input type="checkbox"/>	Foreign Co.	<input type="checkbox"/>	NRI/OCB	<input type="checkbox"/>	FVCI
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Bank / FI	<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP	<input type="checkbox"/>	Others (specify)
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	
<b>India Tax Residency Status: (Please tick appropriate box)</b>					
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-Resident in India	<input type="checkbox"/>	Resident of .....
<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>	(Shareholder to fill the country of residence)

To,  
**The Board of Directors**  
**Wipro Limited**  
Doddakannelli, Sarjapur Road,  
Bengaluru- 560035  
Tel. No.: +91 80 2844 0011;

Dear Sir/Madam,

**Sub: Letter of Offer dated June 9, 2026 to Buyback up to 60,00,00,000 (Sixty Crore) Equity Shares of Wipro Limited (the “Company”) at a price of ₹ 250/- (Rupees Two Hundred and Fifty only) per Equity Share (“Buyback Price”), payable in cash (the “Buyback”)**

1. I / We (having read and understood the Letter of Offer dated June 9, 2026) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I / We hereby warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.

6. I / We agree that the Company will pay the Buyback Price only after necessary deduction of Income Tax and due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder and the provisions of SEBI Buyback Regulations and circulars issued by SEBI.
7. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
8. I / We authorize the Company to credit the shares directly in the demat account for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
9. I / We acknowledge that the responsibility to discharge the tax due on any gains arising on Buyback is on me / us.

I / We agree to compute appropriate gains on this transaction and immediately pay applicable taxes in India (whether by deduction of tax at source, or otherwise) and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.

10. I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on Buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on Buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
11. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013, the SEBI (Buy-Back of Securities) Regulations, 2018, and the extant applicable foreign exchange regulations. I/we agree that this form is deemed to be my consent letter for any filings under the Foreign Exchange Management Act, 1999 (FEMA) and the rules made thereunder.
12. Details of Equity Shares held and tendered / offered for Buyback

	In Figures	In Words
Number of Equity Shares held as on Record Date (June 5, 2026)		
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

**Note:** An Equity Shareholder may tender Equity Shares over and above his / her / its Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Equity Shareholder over and above the Buyback Entitlement of such Equity Shareholder shall be accepted in accordance with paragraph 20.7 on page 50, 20.8 on page 51 and 20.9 on page 52 of the Letter of Offer. Equity Shares tendered by any Equity Shareholder over and above the number of Equity Shares held by such Equity Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

-----Tear along this line -----

**Acknowledgement Slip: WIPRO BUYBACK OFFER 2026**  
(to be filled by the Equity Shareholder) (subject to verification)

Ledger Folio No.: \_\_\_\_\_

Received from Mr./Ms./Mrs. M/s. \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement, Original TRS along with: \_\_\_\_\_

No. of Equity Shares offered for Buyback (In Figures) \_\_\_\_\_ (In Words) \_\_\_\_\_

STAMP OF STOCK BROKER

Please quote Ledger Folio No. for all future correspondence \_\_\_\_\_

13. Details of Share Certificate(s) enclosed : Total No. of Share Certificates Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
4					
Total					

In case the number of folios and share certificates enclosed exceed 4 nos., please attach a separate sheet giving details in the same format as above.

14. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	Account Number (indicate type of account)

15. Details of other Documents (Please  $\checkmark$  as appropriate, if applicable) enclosed:

<input type="checkbox"/> Power of Attorney	<input type="checkbox"/> Corporate authorisation
<input type="checkbox"/> Succession Certificate	<input type="checkbox"/> Death Certificate
<input type="checkbox"/> Permanent Account Number (PAN Card)	<input type="checkbox"/> TRS
<input type="checkbox"/> Others (please specify): _____	

16. Equity Shareholders Details:

	First/Sole Equity Shareholder	Joint Equity Shareholder 1	Joint Equity Shareholder 2	Joint Equity Shareholder 3
Full Name(s) Of The Equity Shareholder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID				

\* Corporate shareholder must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

17. **Applicable for all non-resident shareholders** -I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under Foreign Exchange Management Act, 1999, (the "**FEMA Regulations**") and the rules and regulations framed there under, for tendering Equity Shares in the Buy-back, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India / We undertake to return to the Company any consideration in respect of the Buy-back that may be wrongfully received by me / us. I/We undertake to pay applicable income taxes in India (whether by deduction of tax at source, or otherwise) on any income arising on such Buyback and taxable in accordance with the prevailing income tax laws in India. I/ We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me/ us to the extent the same is taxable in India.

18. **Additional self-declaration requirements applicable for all non-resident shareholders (except FPIs):**

- i. I am/We declare that I/We do not have permanent establishment in India and that the capital gains receivable by me/us from investments in the shares of Company is not effectively connected to any permanent establishment in India.
- ii. I am/We are the beneficial owner of the investments made by me/us in in the shares of Company and also any income receivable by me/us from such investments.
- iii. Declaration under Multilateral Instrument (MLI) (Strike off relevant para if not applicable)
  - Article 7(1) - Principal Purpose Test (PPT) - I/We hereby declare that the investments made by me/us in the shares of Company are not arranged in a manner which results in obtaining a tax benefit, whether directly or indirectly, as one of its principal purposes. The tax benefit, if any, derived from such investments would be in accordance with the object and purpose of the relevant provisions of the Double Taxation Avoidance Agreement between India and ..... (Shareholder to fill the country in which the shareholder is tax resident).
- iv. I/We undertake to intimate Company immediately in case of any alteration in the aforesaid declaration including change in tax residential status, etc.

19. ***This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form***

## INSTRUCTIONS

1. The Buyback will open **June 11, 2026** and close on **June 17, 2026**.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. **Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before June 17, 2026 by 5:00 PM IST: (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Share Transfer deed (Form SH 4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares; (v) duly filled Form ISR-4 by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company; (vi) latest Client Master List ("CML") of the demat account, not older than two months; (vii) duly attested by the Depository Participant ("DP"); (vii) duly filled in demat conversion request form (DCRF) along with the service request to process transfer of balance unaccepted shares and (viii) all non-resident shareholders (except FPIs) to deliver self-declaration forms (Annexure 1 and Annexure 2) along with all the relevant documents for tax related purposes as mentioned in paragraph 21.18.8 on page 56 of Letter of Offer.**
4. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Seller has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Seller is deceased; and (iii) Necessary corporate authorisations, such as board resolutions etc., in case of companies.
5. Eligible Shareholders to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
6. All documents sent by the Stock Broker/ custodian will be at their own risk and the Stock Broker/ custodian is advised to adequately safeguard their interests in this regard.
7. For the procedure to be followed by Equity Shareholders for tendering in the Buyback Offer, please refer to Section 21 on page 53 of the Letter of Offer.
8. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate or other relevant documents; (iv) In case the signature on the Tender Form and Form SH 4 does not match as per the specimen signature recorded with Company/Registrar.

*All capitalised items shall have the meaning ascribed to them in the Letter of Offer.*

-----Tear along this line -----

**ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR LEDGER FOLIO NO.:**

**Investor Service Centre: WIPRO BUY BACK OFFER 2026  
KFin Technologies Limited**

**Selenium Building Tower- B, Plot No 31 & 32., Financial district, Nanakramguda,  
Serilingampally, Hyderabad, Rangareddy, Telangana, 500032, India.**

**Tel No.: +91 40 67162222/ 18003094001; Fax: +91 40 6716 1563;**

**Email: [wipro.buyback2026@kfintech.com](mailto:wipro.buyback2026@kfintech.com);**

**Website: [www.kfintech.com](http://www.kfintech.com)**

**Contact Person: Mr. M. Murali Krishna**

**Investor Grievance Id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)**

**SEBI Registration Number: INR000000221**

**Corporate Identification Number: L72400MH2017PLC444072**

**Form No. SH-4 - Securities Transfer Form**  
**[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]**

Date of execution: \_\_\_\_ / \_\_\_\_ / \_\_\_\_

**FOR THE CONSIDERATION** stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20px; text-align: center;">L</td> <td style="width: 20px; text-align: center;">3</td> <td style="width: 20px; text-align: center;">2</td> <td style="width: 20px; text-align: center;">1</td> <td style="width: 20px; text-align: center;">0</td> <td style="width: 20px; text-align: center;">2</td> <td style="width: 20px; text-align: center;">K</td> <td style="width: 20px; text-align: center;">A</td> <td style="width: 20px; text-align: center;">1</td> <td style="width: 20px; text-align: center;">9</td> <td style="width: 20px; text-align: center;">4</td> <td style="width: 20px; text-align: center;">5</td> <td style="width: 20px; text-align: center;">P</td> <td style="width: 20px; text-align: center;">L</td> <td style="width: 20px; text-align: center;">C</td> <td style="width: 20px; text-align: center;">0</td> <td style="width: 20px; text-align: center;">2</td> <td style="width: 20px; text-align: center;">0</td> </tr> </table>	L	3	2	1	0	2	K	A	1	9	4	5	P	L	C	0	2	0
L	3	2	1	0	2	K	A	1	9	4	5	P	L	C	0	2	0		
Name of the company (in full): <u>Wipro Limited</u>																			
Name of the Stock Exchange where the company is listed, (if any): <u>BSE Limited and National Stock Exchange of India Limited</u>																			

**DESCRIPTION OF SECURITIES:**

Kind/ Class of securities (1)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 2.00	₹ 2.00	₹ 2.00

No. of Securities being Transferred		Consideration received ( ₹ )	
In figures	In words	In words	In figures

Distinctive Number	From			
	To			

Corresponding Certificate Nos.			

**Transferor's Particulars**

Registered Folio Number:

Name(s) in full	Signature(s)
1. _____	_____
2. _____	_____
3. _____	_____

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: \_\_\_\_\_

Name of the Witness: \_\_\_\_\_

Address of the Witness: \_\_\_\_\_

Pincode: \_\_\_\_\_

Transferee's Particulars		
Name in full (1)	Father's/ Mother's / Spouse's Name (2)	Address & E-mail ID (3)
1. _____ 2. _____ 3. _____	1. _____ 2. _____ 3. _____	_____ _____ _____ Pin code _____
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
1. _____ 2. _____ 3. _____		1. _____ 2. _____ 3. _____

**Folio No. of Transferee**

\_\_\_\_\_

**Specimen Signature of Transferee(s)**

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

**Value of Stamp affixed:** \_\_\_\_\_

**Enclosures:**

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, \_\_\_\_\_

**Stamps**

For Office Use Only
Checked by _____
Signature Talled by _____
Entered in the Register of Transfer on _____
_____ vide Transfer no _____
Approval Date _____
Power of attorney / Probate / Death certificate / Letter of Administration
Registered on _____ at
No _____

Name of Transferor	Name of Transferee	No. of Shares	Date of Transfer
_____	_____	_____	_____
			Signature of authorised signatory

## Form ISR-4

### Request for issue of Duplicate Certificate and other Service Requests (for Securities - Shares / Debentures / Bonds, etc., held in physical form)

Date: \_\_/\_\_\_\_/\_\_\_\_

**A. Mandatory Documents / details required for processing all service request:**

**I / We are submitting the following documents / details with respect to service request (tick**

✓ as relevant, refer to the instructions):

- Demat Account No.:

Provide latest Client Master List (**CML**) of your Demat Account, not older than two months, attested by the Depository Participant\*

Also, provide duly filled-in demat conversion request form.

- Provide the following details, if they are not already available with the RTA (see [SEBI circular dated November 03, 2021](#) in this regard)

PAN	Specimen Signature
Nomination / Declaration to Opt-out	

\* (Your address, e-mail address, mobile number and bank details shall be updated in your folio from the information available in your **CML**). You can authorize the RTA to update the above details for all your folios. In this regard, please refer to and use [Form ISR-1](#) in [SEBI circular dated November 03, 2021](#).

**B. I / We request you for the following (tick  relevant box)**

<input type="checkbox"/> Issue of Duplicate certificate	<input type="checkbox"/> Claim from Unclaimed Suspense Account
<input type="checkbox"/> Replacement / Renewal / Exchange of securities certificate	<input type="checkbox"/> Endorsement
<input type="checkbox"/> Sub-division / Splitting of securities certificate	<input type="checkbox"/> Consolidation of Folios
<input type="checkbox"/> Consolidation of Securities certificate	<input type="checkbox"/> Transmission
<input type="checkbox"/> Transposition ( <i>Mention the new order of holders here</i> )	
<input type="checkbox"/> Claim from Suspense Escrow Demat Account	

**C. I / We are enclosing certificate(s) as detailed below\*\*:**

Name of the Issuer Company	
Folio Number	

Name(s) of the security holder(s) as per the certificate(s)	1. 2. 3.
Certificate numbers	
Distinctive numbers	
Number & Face value of securities	

\*\* Wherever applicable / whichever details are available

**D. Document / details required for specific service request:**

- Duplicate securities certificate
- Claim from Unclaimed Suspense Account

Securities claimed	(in numbers) (in words)
--------------------	-------------------------

- Replacement / Renewal / Exchange of securities certificate

(that is defaced, mutilated, torn, decrepit, worn out or where the page on the reverse is fully utilized)

- Endorsement
- Sub-division / Splitting of securities certificate
- Consolidation of securities certificate/Folios
- Transmission
- Transposition
- Claim from Suspense Escrow Demat Account

Securities claimed	(in numbers) (in words)
--------------------	-------------------------

*Provide / attach original securities certificate(s) for request for item numbers III to VIII above.*

**Declaration:** All the above facts stated are true and correct to best of my / our knowledge and belief.

	Security Holder 1 / Claimant	Security Holder 2	Security Holder 3
Signature			
Name			
Full address			
PIN			

After processing the service request, the RTA/listed company shall issue the securities to the security holder/claimant only in demat mode, directly in the demat account of the security holder/claimant, within 30 days of receipt of service request.

## Self-Declaration Forms for Non-Resident Shareholders

### Annexure 1 - Self-declaration of cost of acquisition

Please find below the details of cost of acquisition of the shares tendered by me for the purpose of Buyback by Wipro Limited:

No. of Shares*	Date of Acquisition of such shares*	Cost of Acquisition*

*(Note: In case the shares are acquired as part of bonus issue, then please mention the cost of acquisition as zero.)*

I hereby certify that declaration made above is true and bona fide. In case of any change in the declaration on any of the above aspects, I undertake to promptly intimate you of the said event.

I also undertake to provide all additional documents/ information, as may be prescribed / required by the Indian Revenue authorities, to substantiate any of the above details.

I further agree to indemnify and hold good Wipro Limited from any liability (including towards tax, interest and penalty) that may arise or may be asserted against Wipro Limited with respect to any shortfall in tax withholding based on my aforesaid declaration.

**\*Date:**

**\*DP ID:**

**\*Client ID:**

**\*Permanent Account Number:**

**\*Name of the Shareholder:**

**\*Signature**

*(Please note that the fields marked as \* are mandatory to be filled)*

## Annexure 2

Date: \_\_\_/\_\_\_/\_\_\_

To the Company Secretary / Compliance Officer

**Wipro Limited**  
**Doddakannelli,**  
**Sarjapur Road,**  
**Bangalore- 560035, India.**

Dear Sir/Ma'am,

**Subject: Declaration from Non-resident shareholder**

**Ref: Folio Number / DP ID / Client ID - \_\_\_\_\_ ; PAN – \_\_\_\_\_ (Please mention your permanent account number) (unique identification number) provided by the Indian Tax Authority, if any**

I/We, \_\_\_\_\_ <shareholder name>, hereby confirm the following:

1. I/ We am/ are a \_\_\_\_\_ <insert legal entity status> having registered address at <insert registered address>.
2. The Tax Identification Number / Unique Identification Number as issued by the Government of \_\_\_\_\_ <name of the country> is \_\_\_\_\_
3. I/ We am/are tax resident of \_\_\_\_\_ <name of the country> in accordance with the provisions of Article 4 of the Double Taxation Avoidance Agreement between India and \_\_\_\_\_ <insert country> (“treaty”) The Tax Residency Certificate issued by \_\_\_\_\_ is attached herewith. I/We further confirm that I/we am/ are entitled to claim the benefits of the treaty between the two countries, taking into consideration the Multilateral Instrument (‘MLI’) signed by both the countries, including, but not limited to, satisfaction of the “Principal Purpose Test” provided in such MLI
4. I/ We do not/ will not have any ‘Permanent Establishment’ in India as envisaged under Article 5 of the treaty during the period 1 April 2026 to 31 March 2027.
5. I/ We am/ beneficial owner/s of the shares held in **Wipro Limited**. Specifically, I/ we confirm that I/ we will have exclusive economic possession and control over the capital gains received, and that I/ we have the absolute discretion to utilise the capital gains received without being constrained by any contractual, legal or other arrangement to pass on such capital gains to any other person.
6. I/ We hereby confirm that I/ we do/ will not have a place of effective management, during the period 1 April 2026 to 31 March 2027, in India and none of the key management and commercial decisions for the conduct of business in substance are/ will be made in India.
7. My/ Our e-mail id \_\_\_\_\_ and contact number is \_\_\_\_\_ respectively.

I/ We hereby certify that declarations made above are true and *bona fide*. In case of any change in the declaration on any of the above aspects, I/ we undertake to promptly intimate you of the said event.

I/ We also undertake to provide all additional documents/ information, as may be prescribed / required by the Indian Revenue authorities, in order to substantiate any of the above aspects.

I/ We further agree to indemnify, defend and hold good **Wipro Limited** from any liability (including towards tax, interest and penalty) that may arise, or may be asserted against **Wipro Limited** with respect to the availability of treaty benefits (including under the MLI) in respect of such capital gains.

Yours sincerely,

For \_\_\_\_\_ <shareholder name>

Authorised Signatory

Name: \_\_\_\_\_ << Name of person signing declaration>>

Designation: \_\_\_\_\_ << Designation of person signing declaration>>