

WIPRO LTD  
Form 20-F  
June 28, 2018  
Table of Contents

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

**FORM 20-F**

(Mark One)

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

**Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the fiscal year ended March 31, 2018**

**OR**

**Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**OR**

**Shell Company Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**Date of event requiring this shell company report \_\_\_\_\_**

**WIPRO LIMITED**

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Bangalore, Karnataka, India

(Jurisdiction of incorporation or organization)

Doddakannelli

Sarjapur Road

Bangalore, Karnataka 560035, India

+91-80-4672-6644

(Address of principal executive offices)

Jatin Pravinchandra Dalal, Chief Financial Officer

Phone: +91-80-4672-6644; Fax: +91-80-2844-0051

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

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

American Depositary Shares, each represented by one

Equity Share, par value 2 per share.

Title of each class

New York Stock Exchange

Name of each exchange on which registered

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

None

(Title of Class)

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

**Not Applicable**

**(Title of Class)**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 4,523,784,491 **Equity Shares**.

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

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

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

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

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

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

Large Accelerated Filer

Accelerated Filer

Non-accelerated filer

Emerging growth company

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

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

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

U.S. GAAP

International Financial Reporting Standards as issued

Other

by the International Accounting Standards Board

If **Other** has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17    Item 18

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

**Table of Contents****Currency of Presentation and Certain Defined Terms**

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

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

Except as otherwise stated in this Annual Report, all convenience translations from Indian rupees to U.S. dollars are based on the certified foreign exchange rates published by Federal Reserve Board of Governors on March 31, 2018, which was 65.11 per US\$ 1.00. No representation is made that the Indian rupee amounts have been, could have been or could be converted into United States dollars at such a rate or any other rate. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding. Information contained in our website, [www.wipro.com](http://www.wipro.com), is not part of this Annual Report.

**Forward-Looking Statements May Prove Inaccurate**

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

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

our strategy to finance our operations, including our planned construction and expansion;

future marketing efforts, advertising campaigns, and promotional efforts;



**Table of Contents**

future growth and market share projections, including projections regarding developments in technology and the effect of growth on our management and other resources;

the effect of facility expansion on our fixed costs;

our future expansion plans;

our future acquisition strategy, including plans to acquire or make investments in complementary businesses, technologies, services or products, or enter into strategic partnerships with parties who can provide access to those assets;

the future impact of our acquisitions;

our strategy and intentions regarding new product branding;

the future competitive landscape and the effects of different pricing strategies;

the effect of current tax laws, including the branch profit tax;

the effect of future tax laws on our business;

the outcome of any legal proceeding, hearing, or dispute (including tax hearings) and the resulting effects on our business;

our ability to implement and maintain effective internal control over financial reporting;

projections that the legal proceedings and claims that have arisen in the ordinary course of our business will not have a material and adverse effect on the results of operations or the financial position of the Company;

expectations of future dividend payout or other corporate actions such as a buyback, bonus issue, etc.;

projections that our cash and cash equivalent along with cash generated from operations will be sufficient to meet our working capital requirements and certain of our obligations;

our compensation strategy;

projections regarding currency transactions, including the effect of exchange rates on the Indian rupee and the U.S. dollar;

the nature of our revenue streams, including the portion of our IT Services revenue generated from a limited number of corporate clients;

the effect of a strategically located network of software development centers, and whether it will provide us with cost advantages;

our ability to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology;

-2-



**Table of Contents**

projections regarding future economic policy, legislation, foreign investment, currency exchange and other policy matters that may affect our business;

the nature and flexibility of our business model;

expectations as to our future revenue, margins, expenses and capital requirements; and

our exposure to market risks.

We wish to ensure that all forward-looking statements are accompanied by meaningful cautionary statements, so as to ensure to the fullest extent possible the protections of the safe harbor established in the Private Securities Litigation Reform Act of 1995. Accordingly, all forward looking statements are qualified in their entirety by reference to, and are accompanied by, the discussion of certain important factors that could cause actual results to differ materially from those projected in such forward-looking statements in this report, including the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." We caution the reader that this list of important factors may not be exhaustive. We operate in rapidly changing businesses, and new risk factors emerge from time to time. We cannot predict every risk factor, nor can we assess the impact, if any, of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements.

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

Table of ContentsTABLE OF CONTENTS

	<b>Page</b>
<u>PART I</u>	5
<u>Item 1.</u> <u>Identity of Directors, Senior Management and Advisers</u>	5
<u>Item 2.</u> <u>Offer Statistics and Expected Timetable</u>	5
<u>Item 3.</u> <u>Key Information</u>	6
<u>Item 4.</u> <u>Information on the Company</u>	40
<u>Item 4A.</u> <u>Unresolved Staff Comments</u>	60
<u>Item 5.</u> <u>Operating and Financial Review and Prospects</u>	61
<u>Item 6.</u> <u>Directors, Senior Management and Employees</u>	82
<u>Item 7.</u> <u>Major Shareholders and Related Party Transactions</u>	95
<u>Item 8.</u> <u>Financial Information</u>	97
<u>Item 9.</u> <u>The Offer and Listing</u>	98
<u>Item 10.</u> <u>Additional Information</u>	101
<u>Item 11.</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u>	128
<u>Item 12.</u> <u>Description of Securities Other Than Equity Securities</u>	130
<u>PART II</u>	133
<u>Item 13.</u> <u>Defaults, Dividend Arrearages and Delinquencies</u>	133
<u>Item 14.</u> <u>Material Modifications to the Rights of Security Holders and Use of Proceeds</u>	133
<u>Item 15.</u> <u>Controls and Procedures</u>	133
<u>Item 16A.</u> <u>Audit Committee Financial Expert</u>	135
<u>Item 16B.</u> <u>Code of Ethics</u>	136
<u>Item 16C.</u> <u>Principal Accountant Fees and Services</u>	136
<u>Item 16D.</u> <u>Exemptions from the Listing Standards for Audit Committees</u>	137
<u>Item 16E.</u> <u>Purchase of Equity Securities by the Issuer and Affiliated Purchasers</u>	137
<u>Item 16F.</u> <u>Changes in Registrant's Certifying Accountant</u>	137
<u>Item 16G.</u> <u>Corporate Governance</u>	137
<u>Item 16H.</u> <u>Mine Safety Disclosure</u>	138
<u>PART III</u>	139
<u>Item 17.</u> <u>Financial Statements</u>	139
<u>Item 18.</u> <u>Financial Statements</u>	139
<u>Item 19.</u> <u>Exhibits</u>	211

**Table of Contents**

**PART I**

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

Not applicable.

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

Not applicable.

**Table of Contents****Item 3. Key Information****Summary of Selected Consolidated Financial Data**

The selected consolidated financial data should be read in conjunction with the consolidated financial statements, the related notes and operating and financial review and prospects which are included elsewhere in this Annual Report. The selected consolidated statement of income data for the year ended March 31, 2018 and selected consolidated statement of financial position data as of March 31, 2018 have been derived from our consolidated financial statements and related notes audited by Deloitte Haskins & Sells LLP. The selected consolidated statements of income for each of the four years ended March 31, 2014, 2015, 2016, and 2017 and selected consolidated statement of financial position data as of March 31, 2014, 2015, 2016 and 2017 have been derived from the consolidated financial statements and related notes audited by KPMG. The audited consolidated financial statement for each of the periods have been prepared and presented in accordance with IFRS, as issued by the IASB. Historical results are not necessarily indicative of future results.

( In millions, except per equity share data)

	2014	2015	2016 <sup>(4)</sup>	2017	2018	2018 Convenience Translation into US\$ <sup>(1)</sup>
<b>Consolidated Statements of Income data:</b>						
Revenues	434,269	469,545	512,440	550,402	544,871	US\$ 8,368
Cost of revenues	(295,488)	(321,284)	(356,724)	(391,544)	(385,575)	(5,922)
Gross profit	138,781	148,261	155,716	158,858	159,296	US\$ 2,446
Selling and marketing expenses	(29,248)	(30,625)	(34,097)	(40,817)	(42,349)	(650)
General and administrative expenses	(23,538)	(25,850)	(28,626)	(32,021)	(34,141)	(524)
Foreign exchange gains/(losses), net	3,359	3,637	3,867	3,777	1,488	23
Other operating income <sup>(6)</sup>				4,082		
Results from operating activities	89,354	95,423	96,860	93,879	84,294	US\$ 1,295
Finance expense	(3,063)	(3,501)	(5,378)	(5,942)	(5,830)	(90)
Finance and other income	14,714	19,761	23,451	22,419	23,999	369
Share of profit /(loss) of equity accounted investee					11	
Profit before tax	101,005	111,683	114,933	110,356	102,474	US\$ 1,574
Income tax expense	(22,600)	(24,624)	(25,366)	(25,213)	(22,390)	(344)
<b>Profit for the year from continuing operations</b>	<b>78,405</b>	<b>87,059</b>	<b>89,567</b>	<b>85,143</b>	<b>80,084</b>	<b>US\$ 1,230</b>

**Discontinued operations**

<b>Profit after tax for the year from discontinued operations</b>							
<b>Profit for the year</b>	78,405	87,059	89,567	85,143	80,084	US\$	1,230
<b>Profit attributable to:</b>							
Equity holders of the Company	77,967	86,528	89,075	84,895	80,081	US\$	1,230
Non-controlling interest	438	531	492	248	3		
<b>Profit for the year</b>	78,405	87,059	89,567	85,143	80,084	US\$	1,230
<b>Profit from continuing operations attributable to:</b>							
Equity holders of the Company	77,967	86,528	89,075	84,895	80,081	US\$	1,230
Non-controlling interest	438	531	492	248	3		
<b>Profit for the year from continuing operations</b>	78,405	87,059	89,567	85,143	80,084	US\$	1,230
<b>Basic Earnings per equity share<sup>(7)</sup>:</b>							
Attributable to equity share-holders of the Company							
Continuing operations	15.88	17.63	18.13	17.48	16.86	US\$	0.26
Discontinuing operations							
Continuing and discontinuing operations	15.88	17.63	18.13	17.48	16.86	US\$	0.26
<b>Diluted Earnings per equity share<sup>(7)</sup>:</b>							
Attributable to equity share-holders of the Company							
Continuing operations	15.83	17.57	18.09	17.43	16.83	US\$	0.26
Discontinuing operations							
Continuing and discontinuing operations	15.83	17.57	18.09	17.43	16.83	US\$	0.26

**Table of Contents**

( In millions, except per equity share data)

	2014	2015	2016 <sup>(4)</sup>	2017	2018	2018 Convenience Translation into US\$ <sup>(1)</sup>
Weighted average number of equity shares used in computing earnings per equity share:						
Basic	4,909,490,868	4,909,363,300	4,913,118,800	4,857,081,010	4,750,043,400	4,750,043,400
Diluted	4,925,253,478	4,925,158,322	4,923,379,816	4,871,347,138	4,758,361,975	4,758,361,975
Cash dividend per equity share paid	8.00	10.00	12.00	3.00	1.00	US\$ 0.02
Additional data:						
Revenue by segment <sup>(2)</sup>						
IT Services	399,509	440,180	487,316	528,440	528,410	US\$ 8,116
IT Products	38,785	34,006	29,722	25,922	17,998	276
Reconciling items	(666)	(1,004)	(731)	(183)	(49)	(1)
Total	437,628	473,182	516,307	554,179	546,359	US\$ 8,391
Segment results <sup>(2) (5)</sup>						
IT Services	90,333	96,434	98,253	96,065	83,613	US\$ 1,284
IT Products	310	374	(1,007)	(1,680)	362	6
Reconciling items	(1,289)	(1,385)	(386)	(506)	319	5
Total	89,354	95,423	96,860	93,879	84,294	US\$ 1,295
<b>Consolidated Statements of Financial Position Data:</b>						
Cash and cash equivalents	114,201	158,940	99,049	52,710	44,925	US\$ 690
Investments	63,233	57,775	209,151	299,133	257,968	3,962
Working capital <sup>(3)</sup>	218,534	272,463	284,264	309,355	292,649	4,495
Total assets	502,304	600,033	724,003	793,516	760,640	11,684
Total debt	51,592	78,913	125,221	142,412	138,259	2,123
Total equity	344,886	409,628	467,384	522,695	485,346	7,454
Number of shares outstanding	2,466,317,273	2,469,043,038	2,470,713,290	2,430,900,565	4,523,784,491	4,523,784,491

**Notes:**

1. Solely for the convenience of the readers, the selected consolidated financial data as of and for the year ended March 31, 2018, has been translated into United States dollars at the certified foreign exchange rate of US\$1 = 65.11, as published by Federal Reserve Board of Governors on March 31, 2018.
2. For the purpose of segment reporting, we have included the impact of exchange rate fluctuations in revenue. Further, finance income on deferred consideration earned under multi-year payment terms in certain total outsourcing contracts is included in the revenue of the respective segment and is eliminated under reconciling items. Please see Note 30 of the Notes to the Consolidated Financial Statements for additional details.
3. Working capital equals current assets less current liabilities.

**Table of Contents**

4. We elected to early-adopt IFRS 9, Financial Instruments effective April 1, 2016, with retrospective application from April 1, 2015. Financial data above has been adjusted for the year ended March 31, 2016 to reflect this.
5. Effective April 1, 2016, the segment results are measured after including the amortization charge for acquired intangibles to the respective segments. Such costs were classified under reconciling items until the fiscal year ended March 31, 2016. The Company has restated segment results for years ended March 31, 2015 and 2016 to reflect this change.
6. Represents net gain on sale of the EcoEnergy division.
7. Earnings per share and weighted average number of equity shares used in computing earnings per equity share for the years ended March 31, 2014, 2015, 2016 and 2017 have been proportionately adjusted for the bonus issue in the ratio of 1:1 as approved by the shareholders on June 3, 2017.

**Exchange Rates**

Fluctuations in the exchange rate between the Indian rupee and the U.S. dollar will affect the U.S. dollar equivalent of the Indian rupee price of our equity shares on the Indian stock exchanges and, as a result, will likely affect the market price of our American Depositary Shares ( ADSs ), listed on the New York Stock Exchange, and vice versa. Such fluctuations will also affect the U.S. dollar conversion by our depository for the ADSs, JPMorgan Chase Bank, N.A. ( Depository ), of any cash dividends paid in Indian rupees on our equity shares represented by the ADSs.

The following table sets forth, for the fiscal years indicated, information concerning the amount of Indian rupees for which one U.S. dollar could be exchanged based on the certified foreign exchange rates published by the Federal Reserve Board of Governors. The column titled Average in the table below is the average of the certified foreign exchange rates on the last business day of each month during the year.



**Table of Contents**

<b>Fiscal Year Ended March 31,</b>	<b>Period End</b>	<b>Average</b>	<b>High</b>	<b>Low</b>
2018	65.11	64.48	65.71	63.38
2017	64.85	66.96	68.86	64.85
2016	66.25	65.58	68.84	61.99
2015	62.31	61.34	63.67	58.30
2014	60.00	60.35	68.80	53.65

On June 22, 2018, the certified foreign exchange rate published by the Federal Reserve Board of Governors was 67.88.

The following table sets forth the high and low exchange rates for the previous six months based on the certified foreign exchange rates published by the Federal Reserve Board of Governors on each business day during the period:

<b>Month</b>	<b>High</b>	<b>Low</b>
May 2018	68.32	66.52
April 2018	66.92	64.92
March 2018	65.24	64.83
February 2018	65.20	63.93
January 2018	64.01	63.38
December 2017	64.57	63.83

**Capitalization and Indebtedness**

Not applicable.

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

Not applicable.

**Table of Contents**

**RISK FACTORS**

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

**Risks Related to Our Company and Our Industry**

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

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

the size, complexity, timing, pricing terms and profitability of significant projects, as well as changes in the corporate decision-making process of our clients;

increased pricing pressure from our competitors;

industry consolidation leading to stronger competitors that are able to compete better;

competitors being more established in certain markets, making our geographic expansion strategy in those markets more challenging;

the proportion of services we perform at our clients' sites rather than at our offshore facilities;

our ability to increase sales of our services to new customers and expand sales to our existing customers;

seasonal changes that affect the mix of services we provide to our clients or the relative proportion of services and product revenue;

seasonal changes that affect purchasing patterns among our consumers of servers, communication devices and other products;

unanticipated cancellations, contract terminations or deferral of projects or those occurring as a result of our clients reorganizing their operations;

our ability to accurately forecast our client s demand patterns to ensure the availability of trained employees to satisfy such demand;

the effect of increased wage pressure in India and other locations and the time we require to train and productively utilize our new employees;

**Table of Contents**

our ability to generate historical levels of yield on our investments; and

our ability to identify and acquire new businesses.

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

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

the duration of tax holidays or exemptions and the availability of other Indian Government incentives;

currency exchange fluctuations, specifically movement of the Indian Rupee against the U.S. Dollar, the U.K. Pound Sterling, the Euro, the Canadian Dollar and the Australian Dollar, as significant portion of our revenues are in these currencies;

political uncertainties or changes in regulations in India, the United States and other countries that we operate in;

other economic factors, including the economic conditions in United States, Europe, Middle East and other geographies in which we operate;

uncertain or changing economic conditions particular to a business segment or to particular customer markets within that segment; and

increase in cost of operations in countries that we operate in on account of changes in minimum wage regulations.

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

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

As we have increased the breadth of our service offerings, we have engaged in larger and more complex projects with our clients. This requires us to establish closer relationships with our clients, develop a thorough understanding of

their operations, and take higher commercial risks in our contracts with such clients, including penalty clauses in our agreements, larger upfront investments and compensation based on our client's financial or business outcomes. Our ability to establish such relationships will depend on a number of factors, including the proficiency of our IT professionals and our management personnel. Our failure to understand and successfully implement our client's requirements, the domain and country-specific laws and regulations which govern the products and services that we provide, or our failure to deliver services which meet the requirements specified by our clients could result in termination of client contracts, reputational harm and/or imposition of penalties or the payment of damages. Additionally, we may experience financial losses in contracts which are linked to our client's future business outcomes or based on assumptions which are not realized. We may also be subject to loss of clients due to dependence on alliance partners, subcontractors or third-party product vendors.

---

**Table of Contents**

Larger projects may involve multiple engagements or stages, and there is a risk that a client may choose not to retain us for subsequent stages or may cancel or delay subsequent planned engagements. Further, we may not be able to sell additional services to existing clients. Unsatisfied clients might seek to terminate existing contracts prior to the completion of the services or relationship. This may further damage our business by affecting our ability to compete for new contracts with current and prospective clients. We may also experience terminations, cancellations or delays as a result of the business or financial condition of our clients or the economy generally, as opposed to factors related to the quality of our services. Such cancellations or delays make it difficult to plan for project resource requirements, and inaccuracies in such resource planning may have a negative impact on our profitability.

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

We currently derive, and believe that we will continue to derive, a significant portion of our revenue from a limited number of corporate clients. The loss of a major client or a significant reduction in the service performed for a major client could result in a reduction of our revenue. Significant pricing or margin pressure exerted by our largest clients would also adversely affect our operating results. Our largest client accounted for 3%, 3% and 3% of our IT Services revenue for the years ended March 31, 2016, 2017 and 2018, respectively. Our ten largest IT Services clients accounted for approximately 19%, 17% and 18% of our IT Services revenues for the years ended March 31, 2016, 2017 and 2018, respectively. The volume of work we perform for specific clients may vary from year to year, particularly since we typically are not the exclusive external technology service provider for these clients. Thus, any major client during one year may not provide the same level of revenue in a subsequent year.

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

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

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

**Table of Contents**

We derive approximately 52% of our IT Services revenue from the Americas (including the United States) and 25% of our IT Services revenue from Europe. If the economy in the Americas or Europe continues to be volatile or uncertain or conditions in the global financial market deteriorate, pricing for our services may become less attractive and our clients located in these geographies may reduce or postpone their technology spending significantly. Reduction in spending on IT services may lower the demand for our services and negatively affect our revenues and profitability.

Further, in June 2016, a referendum was held on the United Kingdom's membership in the European Union, the outcome of which was a vote in favor of leaving the European Union (commonly referred to as "Brexit"). In March 2017, the UK government subsequently notified the European Union of the United Kingdom's intention to withdraw, triggering under the treaties governing the European Union a two-year period of negotiation between the UK government and the other European Union member states, during which the terms of Brexit are to be agreed. The effects of Brexit will depend on any agreements arising out of such negotiations that the UK government makes to retain access to European Union markets either during a transitional period or more permanently. We are unable to predict currently what the terms of those agreements will be and its effect on our business in United Kingdom and European Union.

The United Kingdom's notification of its intention to leave the European Union therefore creates an uncertain political and economic environment in the United Kingdom and potentially across other European Union member states, for the foreseeable future, including during any period while the terms of the United Kingdom's exit from the European Union are being negotiated and/or during any transitional period connected to the United Kingdom's eventual withdrawal from the European Union. Our operations in the United Kingdom and the European Union may be impacted by such uncertainty.

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

**Table of Contents**

***Our global operations may expose us to increased risks associated with changes in the global political environment, which could have a material adverse effect on our business.***

Political and economic factors such as pending elections, changes in governments and revisions to government policies can affect our business. We are a global organization and are therefore vulnerable to multiple factors that are difficult to predict beyond our influence and control, including shifts and uncertainties in global trade and economic policies. Changes in policies by governments in the countries where we operate in could affect our operating results due to changes in duties, tariffs or taxes, or limitations on currency or fund transfers, as well as government-imposed restrictions on producing certain products in, or shipping them to, specific countries.

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

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

***The market in which we operate is highly dynamic, and we might not be able to adapt properly.***

We offer our services in a highly dynamic, rapidly evolving environment. For instance, the emerging commercial models of the customer contracts where our compensation is dependent on performance measures such as cost-savings, revenue enhancement, benefits produced or business goals attained, can be increasingly complex to achieve.

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



**Table of Contents**

In May 2017, we introduced a new Wipro logo. We adopted this new logo as we unveiled our new brand identity to represent our growth as a company in the digital and integrated technology spaces. Developing and maintaining awareness of our new brand are important to achieving widespread acceptance of our existing and future offerings and are important elements in attracting new customers. Our new logo may create confusion among our clients and may require continued expenditures as we continue to develop our new brand recognition. Successful promotion of our brand will depend on the effectiveness of our marketing efforts. We plan to continue investing substantial resources to promote our brand, both domestically and internationally, but there is no guarantee that our brand development strategies will enhance the recognition of our brand.

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

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

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

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

**Table of Contents**

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

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

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

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

recruiting, training and retaining sufficiently skilled technical, marketing and management personnel;

maintaining an effective internal control system and properly educating and training employees to mitigate the risk of individuals engaging in unlawful or fraudulent activity or otherwise exposing us to unacceptable business risks;

maintaining our high quality standards of service;

maintaining high levels of client satisfaction;

developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems including data management in our IT applications and Management Information Systems;

preserving our culture, values and entrepreneurial environment;

assimilating and integrating disparate IT systems, personnel and employment practices, and operations of acquired companies; and

managing our procurement, supply chain and vendor management processes.

If we are unable to manage our growth effectively, the quality of our services and products may decline, and our ability to attract clients and skilled personnel may be negatively affected. These factors in turn could negatively affect the growth of our business and harm the value of our shareholders' investment.

***Our profitability could suffer if we are not able to maintain favorable utilization rates.***

Our profitability and the cost of providing our services are affected by the utilization rate of our professionals. If we are not able to maintain high utilization rates for our professionals, our profit margin and our profitability may suffer. Our utilization rates are affected by a number of factors, including:

---

**Table of Contents**

our ability to transition employees from completed projects to new assignments and to hire and integrate new employees;

our ability to forecast demand for our services and thereby maintain an appropriate headcount in each of our geographies and workforces;

our ability to manage attrition; and

our need to devote time and resources to training, professional development and other non-chargeable activities.

Our revenue could also suffer if we misjudge demand patterns and do not recruit sufficient employees to satisfy demand. Employee shortages could prevent us from completing our contractual commitments in a timely manner and cause us to pay penalties or lose contracts or clients.

***Our failure to complete fixed-price, fixed-time frame contracts within the budget and on time may negatively affect our profitability.***

We offer a portion of our services on a fixed-price, fixed-time frame basis, rather than on a time-and-materials basis. Although we use our specified software engineering processes and rely on our past project experience to reduce the risks associated with estimating, planning and performing fixed-price or fixed-time frame projects, we bear the risks of cost overruns, including increased costs of third parties, completion delays and wage inflation in connection with these projects. If we fail to accurately estimate the resources and time required for a project, future rates of wage inflation and currency exchange rates, or if we fail to complete our contractual obligations within the contracted timeframe, our profitability may suffer.

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

We negotiate pricing terms with our clients utilizing a range of pricing structures and conditions. Depending on the particular contract, we may use time and materials pricing, fixed-price arrangements, or hybrid contracts with features of both pricing models. We also undertake element or transaction based pricing, which relies on a certain scale of operations to be profitable for us. Our pricing is highly dependent on the client and our internal forecasts and predictions about our projects and the marketplace, which might be based on limited data and could be inaccurate. If we do not accurately estimate the costs and timing for completing projects, our contracts could prove unprofitable for us or yield lower profit margins than anticipated. The risk is greatest when pricing our outsourcing contracts, as many of our outsourcing projects entail the coordination of operations and workforces in multiple locations, utilizing workforces with different skill sets and competencies across geographically-distributed service centers. Furthermore, when work gets outsourced, we occasionally takeover employees/assets from our clients and assume responsibility for one or more of our clients' business processes. Our pricing, cost and profit margin estimates on outsourced work frequently include anticipated long-term cost savings from transformational initiatives and other endeavors that we expect to achieve and sustain over the life of the outsourcing contract, but may not generate revenue in the short term. There is a risk that we will underprice our contracts, fail to accurately estimate the costs of performing the work or fail to accurately assess the risks associated with potential contracts. We may also fail to obtain renewals or provide ongoing services, the loss of which prevents us from realizing from long-term cost savings. In particular, any increased or unexpected costs, or wide fluctuations compared to our original estimates, delays or failures to achieve

anticipated cost savings, or unexpected risks we encounter in connection with the performance of this work, including those caused by factors outside our control, could make these contracts less profitable or unprofitable, which could have an adverse effect on our profit margin.

## **Table of Contents**

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

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

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

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

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

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

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

to a reduction of our revenue.

---

**Table of Contents**

***We may be liable to our clients for damages or our reputation could suffer as a result of disclosure of confidential information or data security system failures.***

We often have access to or are required to collect and store confidential client and customer data. As a service provider in the healthcare industry, we are also subject to data privacy and security regulations by both the federal and state governments in which we conduct our business, including the Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, which impose certain requirements relating to the privacy, security and transmission of individually identifiable health information. We are also subject to local laws implementing the European Union Directive on Data Protection (which will be replaced by the European Union General Data Protection Regulation from 2018 onwards). We face a number of threats to our data centers and networks such as unauthorized access, security breaches and other system disruptions. It is critical to our business that our infrastructure remains secure and is perceived by customers to be secure. Despite our security measures, our infrastructure may be vulnerable to attacks by hackers or other disruptive problems. Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of confidential customer data could expose us, our customers or the affected parties to a risk of loss or misuse of this information. We could be subject to termination of contracts for non-compliance with our clients' information security policies and procedures. If additional safeguards are required to comply with laws relating to privacy, security and data protection, our costs could increase further, which would negatively affect our results of operations.

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

***Cybersecurity breaches impacting confidentiality and integrity of our information technology and digital infrastructure could lead to financial obligations to our customers.***

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

Given the rise of connected devices and transition to cloud, the impact of threats will continue to increase since threat attack area is increasing beyond the enterprise. Attempts for unauthorized access, malwares, fraud, leakage, misuse/loss/tampering of personal and business data, denial of services exploiting weakness in the systems or programs, errors, omissions, deliberate or accidental act of our employees, partners, third-party business providers or other stakeholders both internal and external are on the rise.



## **Table of Contents**

While various security controls mechanisms are deployed at different technology layers and re-enforced periodically, it may be difficult always to be successful considering the complexity of the environments, inter dependencies, sophisticated attack methodologies, highly dynamic heterogeneous systems and global digital presence hosted both in cloud and on premise. Our service operations and delivery is aligned to various industry, geographical and regional regulations, privacy, security, reporting, data localization, standards and legal requirements which are continuously evolving and changing, mandating us to enforce required security and privacy controls and frameworks.

***We may be liable to our clients for damages caused by system failures, which could harm our reputation and cause us to lose clients.***

Many of our contracts involve projects that are critical to the operations of our clients' businesses and provide benefits to our clients that may be difficult to quantify. Any failure in a client's system could result in a claim for substantial damages against us, regardless of our responsibility for such failure. Although we attempt to limit our contractual liability for consequential damages in rendering our services, we cannot be assured that such limitations on liability will be enforceable in all cases, or that they will otherwise protect us from liability for damages. A successful assertion of one or more large claims against us that exceeds our available insurance coverage or results in changes to our insurance policies, including premium increases or the imposition of a large deductible or co-insurance requirement, could adversely affect our revenues and operating results. We may also be liable to our clients for damages or termination of contract if we are unable to address disruption in services to our clients with adequate business continuity plans.

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

We may be subject to customer audits on quality of service and required to pay damages or face litigations for losses caused by deficient services. We may also be subject to litigations or damages for violating or misusing our clients' intellectual property rights or for breaches of third-party intellectual property rights or confidential information (including but not limited to proprietary data and personally identifiable information) in connection with services to our clients. Further, our contracts often contain provisions pursuant to which we indemnify our clients for such third-party breaches of intellectual property pursuant to our contracts. Our inability to provide services at contractually-agreed service levels or inability to prevent violation or misuse of the intellectual property of our clients or that of third parties could cause significant damage to our reputation and adversely affect our results of operations.

Third party providers of software that we license may subject us to claims or litigations to seek damages for violating their licenses and intellectual property rights which could require us to pay damages, enter into expensive license arrangements or modify our products and services. We may also face litigations or incur additional fees and be required to pay damages for violating contractual terms, misuse or excessive use of our license to intellectual property rights, which could cause significant damage to our reputation and adversely affect our results or operations. Further, we may be required to indemnify our clients for third-party breaches of intellectual property pursuant to our contracts.

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

## Table of Contents

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

Government entities often reserve the right to audit our contract costs, including allocated indirect costs, and conduct inquiries and investigations of our business practices with respect to our government contracts. If the client finds that the costs are not chargeable, then we will not be allowed to bill for them or the cost must be refunded to the client if it has already been paid to us. Findings from an audit may also result in prospective adjustments of previously agreed upon rates for our work and may affect our future margins.

If a government client discovers improper or illegal activities in the course of audits or investigations, we may become subject to various civil and criminal penalties and administrative sanctions, which may include termination of contracts, forfeiture of profits, suspension of payments, fines and suspensions or unilateral debarment from doing business with other agencies of that government. The inherent limitations of internal controls may not prevent or detect all improper or illegal activities, regardless of their adequacy, and therefore we can only mitigate, and not eliminate, this risk.

Government contracts are often subject to more extensive scrutiny and publicity than contracts with commercial clients. Negative publicity related to our government contracts, regardless of its accuracy, may further damage our business by affecting our ability to compete for new contracts among commercial and governmental entities.

Political and economic factors such as pending elections, changes in leadership among key governmental decision makers, revisions to governmental tax policies and reduced tax revenues can affect the number and terms of new government contracts signed.

Terms and conditions of government contracts tend to be more onerous and are often more difficult to negotiate than those for commercial contracts.

Government contracts may not include a cap on direct or consequential damages, which could cause additional risk and expense in these contracts.

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

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

the business or financial condition of our clients or the economy generally;

a change in strategic priorities, resulting in a reduced level of IT spending;

---

**Table of Contents**

a demand for price reductions; and

a change in outsourcing strategy such as moving to client in-house IT departments or to our competitors.

Termination of client relationships, particularly relationships with our largest customers, would have a material adverse effect on our business, results of operations and financial condition.

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

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

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

Our IT Services business contributes approximately 97% of our revenue. A significant portion of our revenue from this segment is derived from transactions in foreign currencies, including the U.S. Dollar, the United Kingdom Pound Sterling, the Euro, the Canadian Dollar and the Australian Dollar while a large portion of our costs are in Indian Rupees. The exchange rate between the Indian Rupee and foreign currencies has fluctuated significantly in recent years and may continue to fluctuate in the future. As our financial statements are presented in Indian Rupees, such fluctuations could have a material impact on our reported results. Due to these exchange rate fluctuations, there has been an increased demand from our clients that all risks associated with such fluctuations be borne by us. Appreciation of the Indian Rupee against foreign currencies can therefore adversely affect our revenue and competitive position, and can adversely impact our operating results. We generate approximately 42% of our IT Services revenues in non-U.S. Dollar currencies, and the exchange rate fluctuations between these currencies and the U.S. Dollar can affect our revenues and growth, as expressed in U.S. Dollar terms.

A significant portion of our debt is in various foreign currencies. We also undertake hedging strategies to mitigate exposure of exchange rate risk relating to foreign currency borrowings, including entering into cross-currency interest rate swaps. As mentioned above, the exchange rate between the Indian Rupee and foreign currencies has fluctuated significantly in recent years and will likely continue to fluctuate in the future. If the value of the Indian Rupee declines, the size of our debt obligations and interest expenses in Indian Rupees may increase. This will adversely impact our net income. We also experience other market risks, including changes in the interest rates of the securities that we own. We may use derivative financial instruments to reduce or mitigate these risks where possible. See Risk Factors Our global operations may expose us to increased risks associated with changes in the global political environment, which could have a material adverse effect on our business above. However, if our strategies to reduce market risks are not successful, our financial condition and operating results may be harmed.



---

**Table of Contents**

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

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

The success of our business is dependent on our ability to attract and retain talented and experienced professionals and be able to mobilize them around the world to meet our clients' needs. Immigration laws in the countries we operate in are subject to legislative changes, as well as to variations in the standards of application and enforcement due to political forces and economic conditions. A few countries have introduced new provisions and standards in immigration law which can impact our ability to provide services in those countries due to restrictive policies and additional costs involved. It is difficult to predict the political and economic events that could affect immigration laws, or the restrictive impact they could have on obtaining or renewing work visas for our technology professionals.

**USA**

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

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

---

**Table of Contents**

***Our international operations subject us to risks inherent in doing business on an international level that could harm our operating results.***

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

Our current international operations and future initiatives will involve a variety of risks including (i) government trade restrictions, including those which may impose restrictions, including prohibitions, on the exportation, re-exportation, sale, shipment or other transfer of programming, technology, components and/or services to foreign persons and (ii) changes in diplomatic and trade relationships, including new tariffs, trade protections measures, import or export licensing requirements, trade embargoes and other trade barriers.

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

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

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

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

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

impact on our results of operations and our financial position.



---

**Table of Contents**

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

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

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

We have invested substantially in construction or expansion of software development facilities and physical infrastructure in anticipation of growth in our business. The total amount of investment made to purchase property, plant and equipment in fiscal year 2018 was 21,870 million (US\$ 336 million). Additionally, as of March 31, 2018, we had contractual commitments of 13,091 million (US\$ 201 million) related to capital expenditures on construction or expansion of our software development and other facilities. We may encounter cost overruns or project delays in connection with new facilities and these expansions may increase our fixed costs. If we are unable to grow our business and revenues to sufficiently offset the increased expenditures, our profitability could be reduced.

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

Our insurance policies cover physical loss or damage to our property and equipment arising from a number of specified risks and certain consequential losses, including business interruption, arising from the occurrence of an insured event under the policies. Under our property and equipment policies, damages and losses caused by certain natural disasters, such as earthquakes, acts of terrorism, floods and windstorms are also covered. We also maintain various other types of insurance, such as directors and officers liability insurance, workmen's compensation insurance, errors and omissions insurance and marine insurance. We maintain insurance on property and equipment in amounts believed to be consistent with industry practices, but we are not fully insured against all such risks. Notwithstanding the insurance coverage that we carry, the occurrence of an event that causes losses in excess of the limits specified in our policies, or losses arising from events not covered by insurance policies, could materially harm our financial condition and future operating results. There can be no assurance that any claims filed, under our insurance policies will be honored fully or timely. Also, our financial condition may be affected to the extent we suffer any loss or damage that is not covered by insurance or which exceeds our insurance coverage.

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

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

## **Table of Contents**

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

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

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

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

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

Integration of acquired entities is often a time-consuming and expensive process. We could have difficulty in integrating the acquired products, services, solutions or technologies into our operations. We could also have difficulties in assimilating and retaining the key personnel, consolidating and integrating IT infrastructure or operations of the acquired companies. We may face difficulties in meeting the needs of the acquired company's customers and partners following completion of the acquisition. We may face litigation or other claims arising out of our acquisitions, including disputes with regard to earn-outs or other closing adjustments. These difficulties could disrupt our ongoing business, distract our management and employees, and increase our expenses.

Further, we may be required to integrate any acquired entities into our framework of internal control over financial reporting and disclosure controls and procedures. Integration, compliance and review of other entities' internal control frameworks could be a time consuming and expensive process.

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

---

**Table of Contents**

The amount of goodwill and intangible assets in our consolidated financial statements has increased significantly in recent years, primarily on account of acquisitions. Goodwill and acquisition related intangibles are subject to impairment review at least annually. Impairment testing under IFRS may lead to impairment charges in the future. For example, in the years ended March 31, 2017 and 2018, we recorded impairment charges on certain intangible assets as a result of uncertainties around regulatory changes relating to the Affordable Care Act. Any significant impairment charges could have a material adverse effect on our results of operations.

***Our investments in research and development activities may not yield expected results***

We continue to make significant investments in research and development activities. These efforts may not yield profitable results, or may not be successful at all. These expenditures could adversely affect our operating results if not offset by revenue increases. We believe that we must continue to dedicate a significant amount of resources to our research and development efforts to maintain our competitive position. Since revenues from such initiatives typically occur in periods subsequent to the periods in which the costs are incurred for the development, delayed revenues may cause periodic fluctuations in our operating results.

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

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

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

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

**Table of Contents**

In particular, continuing compliance with Section 404 of the Sarbanes-Oxley Act of 2002 and the related regulations regarding our required assessment of our internal controls over financial reporting requires the commitment of significant financial and managerial resources. With respect to our Form 20-F for the year ended March 31, 2018, our management has performed an assessment of the effectiveness of the internal control over financial reporting. We have determined that the internal controls are effective.

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

Furthermore, with respect to material related party transactions, the Company is required to obtain approval from its non-controlling shareholders if the controlling shareholders are related parties. Obtaining the approval of non-controlling shareholders is not guaranteed and may be time consuming, which could affect the Company's ability to carry out the decisions of the Board of Directors in a timely matter. If we fail to comply with new or changed laws or regulations and standards, our business and reputation may be harmed.

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

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

---

**Table of Contents**

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

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

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

***If we are unable to collect our dues or receivables from or invoice our unbilled services to our clients, our results of operations and cash flows could be adversely affected.***

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

## **Table of Contents**

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

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

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

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

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

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

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

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

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

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



---

**Table of Contents**

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

Currently, we benefit from tax incentives under Indian tax laws. We qualify for a deduction from taxable income on profits attributable to our status as a developer of Special Economic Zones ( SEZs ) or from operation of units located in SEZs. The tax deduction for SEZ developers is available for any ten consecutive years out of fifteen years, commencing from the year in which the SEZ is notified. The tax deduction for a unit in an SEZ is equal to 100% of profits from the export of services for the first five years after the commencement of operations in the SEZ, and thereafter is equal to 50% of profits from the export of services for a subsequent period of ten years, subject to meeting specified re-investment conditions and earmarking of specified reserves in the last five years. This tax deduction will terminate if our operations are no longer located in an SEZ, fail to comply with rules required for an SEZ or fail to meet certain conditions prescribed under the Income Tax Act, 1961 of India. These tax benefits of units are conditioned upon our ability to generate positive net foreign exchange within five years of the commencement of our operations in the SEZ. If we fail to generate positive net foreign exchange within five years, or thereafter fail to maintain it, we will be subject to penalties under the Foreign Trade (Development and Regulation) Act, 1992, or the Indian Foreign Trade Act. The maximum penalty that may be imposed is equal to five times the gross value of the goods and services that we purchase with duty exemptions. We were subject to a Minimum Alternate Tax ( MAT ) at a fixed rate of approximately 21.34% until March 31, 2017 on our net profits as adjusted by certain prescribed adjustments. Where any tax is paid under MAT, such tax will be eligible for adjustment against regular income tax liability computed under the Income Tax Act, 1961 of India, for the following fifteen years as MAT credit. We cannot assure you that the Government of India will continue these special tax exemptions or that we will continue to qualify for such tax benefits and other incentives. If we no longer receive these tax benefits and other incentives, or if the MAT rate of taxation is increased, our financial results may be adversely affected.

In the past, there have been demands by legislators and various political parties in India for the Government of India to actively regulate the development of SEZs by private entities. There have also been demands to impose strict conditions which need to be complied with before economic zones developed by private entities are designated as SEZs. If such regulations or conditions are imposed, it would adversely impact our ability to set up new units in such designated SEZs and avail ourselves of the tax benefits associated with SEZs.

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

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

For instance, in April 2007, the Government of India announced a number of changes in its policy relating to SEZs, including specifying a cap on land available for SEZs. The Government of India is currently considering making further changes in its SEZ policy. Finance Act, 2017 has prescribed a cut off date of March 31, 2021 for setting up new SEZs. We currently have several facilities operating within SEZs and any adverse change in policy relating to SEZs could affect our profitability.





---

**Table of Contents**

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

We are required to comply with various transfer pricing regulations in India and other countries. Failure to comply with such regulations may impact our effective tax rates and consequently affect our net margins. Additionally, we operate in several countries and our failure to comply with the local tax regime may result in additional taxes, penalties and enforcement actions from local authorities. In the event that we do not properly comply with transfer pricing and tax-related regulations, our profitability may be adversely affected. The Finance Act 2012 extended the applicability of transfer pricing regulations to domestic transactions entered into with related parties and certain specified transactions.

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

***Terrorist attacks or a war could adversely affect our business, results of operations and financial condition.***

Terrorist attacks and other acts of violence or war have the potential to directly impact our clients. To the extent that such attacks affect or involve the U.S. or Europe, our business may be significantly impacted, as the majority of our revenue is derived from clients located in those regions. In addition, such attacks may make business travel more difficult, may make it more difficult to obtain work visas for many of our technology professionals who are required to work in the U.S. or Europe, and may effectively curtail our ability to deliver services to our clients. Such obstacles to business may increase our expenses and negatively affect the results of our operations. Furthermore, any terrorist attacks in India could cause a disruption in the delivery of our services to our clients, could have a negative impact on our business, personnel, assets and results of operations, and could cause our clients or potential clients to choose other vendors for the services we provide. Terrorist threats, attacks or war could also delay, postpone or cancel our clients' decisions to use our services.

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

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



---

**Table of Contents**

***Geopolitical conditions could adversely affect the economies we operate in, disrupt our operations and cause our business to suffer.***

Abrupt political change poses a risk of general economic disruption in affected countries. These conditions also may add uncertainty to the timing and budget for technology investment decisions by our customers. Geopolitical change may result in changing regulatory requirements that could impact our operating strategies, access to global markets, hiring, and profitability. Geopolitical instability may lead to sanctions and impact our ability to do business in some markets or with some public-sector customers. Emerging nationalist trends in countries may also significantly alter the trade environment. Further, South Asia has from time to time experienced instances of civil unrest and hostilities among neighboring countries, including between India and Pakistan. There have been military confrontations between India and Pakistan in the Kashmir region and along the India-Pakistan border. The potential for hostilities between the two countries is high due to recent terrorist activities in India and the aggravated geopolitical situation. Both countries have initiated active measures to reduce hostilities. Military activity or terrorist attacks in the future could harm the Indian economy by disrupting communications and making travel more difficult. Such political tensions could create a greater perception that investments in Indian companies involve a higher degree of risk. This, in turn, could have a material adverse effect on the market for the securities of Indian companies, including our equity shares and our ADSs, and on the market for our services.

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

Indian law constrains our ability to raise capital outside of India through the issuance of equity or convertible debt securities. Generally, any foreign investment in, or an acquisition of, an Indian company under the applicable foreign exchange regulations does not require approval from the Reserve Bank of India and relevant government authorities in India, subject to compliance of prescribed conditions. The Government of India currently does not mandate prior approvals for IT companies such as ours. If we are required to seek the approval of the Government of India and the Government of India does not approve the proposed investment or implements a limit on the foreign equity ownership of IT companies, our ability to seek and obtain additional equity investment by foreign investors will be limited. In addition, these restrictions, if applied to us, may prevent us from entering into a transaction, such as an acquisition by a non-Indian company, which would otherwise be beneficial for our Company and the holders of our equity shares and ADSs.

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

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

if the transaction consideration is paid in cash, up to 400% of the net worth of the acquiring company as per its latest audited financial statement; or



---

**Table of Contents**

if the acquisition is funded with cash from the acquiring company's existing foreign currency accounts or with cash proceeds from the issue of ADRs, Global Depositary Receipts, External Commercial Borrowings or Foreign Currency Convertible Bonds.

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

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

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

We have been advised by our Indian counsel that the United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India. However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain approval from the Reserve Bank of India under the Foreign Exchange Management Act, 1999, to execute such a judgment or to repatriate any amount recovered.

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

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



---

**Table of Contents**

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

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

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

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

We have more than 35,000 employees located outside India. We are subject to risks relating to compliance with a variety of national and local laws including multiple tax regimes, labor laws, and employee health, safety, wages and benefits laws. We may, from time to time, be subject to litigation or administrative actions resulting from claims against us by current or former employees individually or as part of class actions, including claims of wrongful terminations, discrimination, misclassification or other violations of labor law or other alleged conduct. We may also, from time to time, be subject to litigation resulting from claims against us by third parties, including claims of breach of non-compete and confidentiality provisions of our employees' former employment agreements with such third parties or claims of breach by us of their intellectual property rights. Our failure to comply with applicable regulatory requirements could have a material adverse effect on our business, results of operations and financial condition.





**Table of Contents**

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

The Government of India, through Finance Act, 2016, has introduced a tax on dividends accrued to non-corporate resident investors in excess of ₹ 1 million per annum at the rate of 10% (plus applicable surcharge and education cess). This is in addition to a dividend distribution tax payable by us at the rate of 20.358% (20.555% with effect from the fiscal year 2019). If the effective rate of a dividend distribution tax increases further or any new form of taxes on distribution of profits is introduced, the dividend amount receivable by our shareholders after taxes may decrease.

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

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

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

***You may be subject to Indian taxes arising out of capital gains on the sale of the shares. Capital gains arising from the sale of shares are generally taxable in India.***

Any gain realized on the sale of the Shares on an Indian stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax has been paid on the transaction. The securities transaction tax will be levied on and collected by the Indian stock exchange on which the Shares are sold. Any gain realized on the sale of Shares held for more than 12 months on which no securities transaction tax has been paid will be subject to capital gains tax in India. Furthermore, any gain realized on the sale of the Shares held for a period of 12 months or less will be subject to capital gains tax in India. Under the proposed new tax in Budget 2018, gains of more than ₹ 1 lakh from sale of shares after April 1, 2018 held over one year will be taxed. See Item 10 of this annual report on Form 20-F for further information on the application of capital gains tax in India to our shareholders and ADS holders. Investors are advised to consult their own tax advisers and to carefully consider the potential tax consequences of an investment in shares and ADSs.

---

**Table of Contents****Risks Related to the ADSs*****Sale of our equity shares may adversely affect the prices of our equity shares and ADSs.***

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

The Government of India has notified implementation of the Depository Receipts Scheme, 2014, which permits liberalized rules for sponsored and unsponsored secondary market issue of depository receipts up to the sectorial cap of foreign investment as per the prescribed regulations. This scheme is subject to guidelines and regulations to be enacted by the regulators like Reserve Bank of India, Ministry of Corporate Affairs, Ministry of Finance and Securities and Exchange Board of India. Once the regulations are fully notified, our shares can be freely convertible into depository receipts, which would impact the share price and available float in Indian as well as the price and availability of ADSs on NYSE.

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

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

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

---

**Table of Contents**

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

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

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

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

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

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

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

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

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

---

**Table of Contents**

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

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

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

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

At our request, the Depositary will mail to you any notice of shareholders' meeting received from us along with information explaining how to instruct the Depositary to exercise the voting rights of the securities represented by ADSs. If the Depositary receives voting instructions from you prior to such shareholders' meeting, relating to matters that have been forwarded to you, it will endeavor to vote the securities represented by your ADSs in accordance with such voting instructions. However, the ability of the Depositary to carry out voting instructions may be limited by practical and legal limitations and the terms of the securities on deposit. We cannot assure that you will receive voting materials in time to enable you to return voting instructions to the Depositary in a timely manner. Securities for which no voting instructions have been received will not be voted. There may be other communications, notices or offerings that we only make to holders of our equity shares, which will not be forwarded to holders of ADSs. Accordingly, you may not be able to participate in all offerings, transactions or votes that are made available to holders of our equity shares including the share buyback program in which the Company buys back equity shares. Because ADS holders may not directly participate in the share buyback program, a notice of such program must be mailed to all ADS holders in advance of the program in order to give the ADS holders who want to participate the opportunity to convert their ADSs into equity shares.

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

---

## **Table of Contents**

Based on the current price of our ADSs and the composition of our income and assets, we do not believe that we are a Passive Foreign Investment Company ( PFIC ) for U.S. federal income tax purposes for our current taxable year ended March 31, 2018. However, a separate determination must be made after the close of each taxable year as to whether we are a PFIC. We cannot assure you that we will not be a PFIC for any future taxable year. If we were treated as a PFIC for any taxable year during which a U.S. holder held an equity share or an ADS, certain adverse U.S. federal income tax consequences could apply to the U.S. holder. See Taxation Material U.S. Federal Tax Consequences Passive Foreign Investment Company .

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

### **Company Overview**

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

A company recognized globally for its comprehensive portfolio of services, strong commitment to sustainability and good corporate citizenship, we have over 160,000 dedicated employees serving clients across six continents. Together, we discover ideas and connect the dots to build a better and a bold new future.

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

Wipro was incorporated on December 29, 1945, as Western India Vegetable Products Limited under the Indian Companies Act, VII of 1913, which is now superseded by the Indian Companies Act, 2013 ( Companies Act, 2013 ). Today, Wipro is a public limited company deemed to be registered under the Companies Act 2013, and is registered with the Registrar of Companies, Bangalore, Karnataka, India as Company No. 20800. In 1946, we held our initial public offering in India of our equity shares. In October 2000, Wipro raised gross aggregate proceeds of approximately \$131 million in the initial U.S. public offering of American Depositary Shares ( ADSs ) that were listed on the New York Stock Exchange. Wipro equity shares are currently listed on the National Stock Exchange and Bombay Stock Exchange in India and Wipro s ADSs are listed on the New York Stock Exchange ( NYSE ). Wipro is a constituent of the Nifty, Sensex and the NYSE TMT Indices. Our registered office is in Bangalore, India. Our senior management operates from local offices in key regions of operations such as North America, Europe, Australia, Africa, Latin America and Asia as well as from Bangalore, India.

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

---

## Table of Contents

Over the last few years, we have been transforming our portfolio of services such as digital, cloud and advisory by investing in new technologies organically as well as through acquisitions. Today, Wipro is a leading information technology, consulting and business process services company that delivers solutions to enable its clients to do business better. We help customers do business better by combining deep technology and domain expertise and consistently delivering world-class integrated, end-to-end services. We provide a range of services which includes digital strategy, customer-centric design, consulting, infrastructure services, business process services, research and development, cloud, mobility and advanced analytics and product engineering. We offer our customers a variety of commercial models including time and material, fixed price, capacity based, pay-per-use, as-a-service and outcome based models. We offer these services globally by leveraging our products, platforms, partnerships and solutions including state of the art automation technologies such as our proprietary cognitive intelligence tool, Wipro HOLMES Artificial Intelligence Platform™ ( Wipro HOLMES™ ). Wipro is recognized globally for its comprehensive portfolio of services, and a strong commitment to sustainability and corporate citizenship. In May 2017, to keep our brand contemporary, we unveiled our new brand identity, including a new company logo.

Wipro's brand promises to bring a pioneering, entrepreneurial, innovative spirit to solve our clients' complex business problems. We believe that the energy we gain from building the deep connectedness between people, ideas, communities and the environment should drive us to keep transforming and to help our clients.

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

Be passionate about clients' success;

Treat each person with respect;

Be global and responsible; and

Have unyielding integrity in everything we do.

Our business comprises of the IT Services and IT Products segments. For the fiscal year ended March 31, 2018, the IT Services segment generated 96.7% of our revenue and 99.2% of our operating income. For the same period, the IT Products segment generated 3.3% of revenue and 0.4% of operating income. 0.4% of our operating income pertains to reconciling items. (Refer note 30 of the notes to consolidated financial statement).

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

Wipro was recognized as a 2018 World's Most Ethical Company for the seventh successive year by the Ethisphere Institute, the global leader in defining and advancing the standards of ethical business practices.

Wipro has been recognized as a member of the global Dow Jones Sustainability Index for the eighth year in succession.

Edgar Filing: WIPRO LTD - Form 20-F

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

Wipro Limited's registered office is located at Doddakannelli, Sarjapur Road, Bangalore 560 035, and the telephone number of the registered office is +91-80-28440011. The name and address of Wipro's registered agent in the United States is CT Corporation System, located at 111 8<sup>th</sup> Avenue, 13<sup>th</sup> Floor, New York, New York 10011-5252.

-41-



## **Table of Contents**

### **Capital Expenditures and Divestitures**

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

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

Cooper Software Inc. ( Cooper ), an award-winning design and business strategy consultancy, which expands our digital reach in North America and adding capabilities in professional design education;

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

Appirio Inc. ( Appirio ), a global cloud services company that creates next generation worker and customer experiences;

HPH Holdings Corp. ( HealthPlan Services or HPS ), a leading independent technology and Business Process as a Service ( BPaaS ) provider in the U.S. Health Insurance market;

Cellent AG ( Cellent ), a leading IT consulting and software services company offering holistic innovative IT solutions and services in the DACH region of Germany, Austria and Switzerland; and

Designit AS ( Designit ), an award winning and global strategic design firm specializing in designing transformative product-service experiences.

#### *Divestitures*

In the last three fiscal years, we have completed the divestiture of EcoEnergy Division, which we determined was not core and strategic to our overall IT business. It was determined that divesting the business would be in the Company's best interests.

Further, we have signed a definitive agreement to divest our data center services business to Ensono Holdings, LLC ( Ensono ), a leading hybrid IT services provider. This divestment will help us focus on accelerating investments in the digital space. At the same time, Wipro remains committed to serving its hosted data center customers and the market through its business partnership with Ensono. The sale concluded on June 27, 2018.

Additionally, after March 31, 2018, we have reduced our equity holding in Wipro Airport IT Services Limited (WAISL), which was a joint venture between Wipro Limited and Delhi International Airport Limited, from 74% to 11%, by selling our stake to Antariksh Softech Private Limited on April 5, 2018. Even after this divestment, WAISL will continue to outsource IT services of the airport to Wipro Limited as per the existing arrangement.



**Table of Contents**

Please see Note 6 of the Notes to the Consolidated Financial Statements for additional information regarding our acquisitions and Note 32 of the Notes to the Consolidated Financial Statements for additional information about our divestures.

*Capital Expenditure*

We incurred total cash outflow of 13,951 million, 20,853 million and 21,870 million during the fiscal years ended March 31, 2016, 2017 and 2018, respectively. These capital expenditures were primarily incurred on new software development facilities in India and investments in IT assets. As of March 31, 2018, we had contractual commitments of 13,091 million related to capital expenditures on construction or expansion of software development facilities. These expenditures are expected to be funded largely through cash generated from operations, existing investible surplus in the form of cash and cash equivalents, short-term investments and other external financing sources.

**Bonus issuance**

During the fiscal year ended March 31, 2018, we issued a stock dividend, which is commonly known as an issuance of bonus shares in India, in the proportion of one equity share for every one equity share held (including ADS holders) as of June 14, 2017, the record date fixed for this purpose. The issue of stock dividend was approved by the shareholders of the Company vide resolution dated June 3, 2017 that was passed through postal ballot and electronic voting. The Company allotted 2,433,074,327 shares for the bonus issuance and 4,866 million (representing par value of 2 per share) has been transferred from retained earnings to share capital.

**Buyback of equity shares**

During the fiscal year ended March 31, 2018, we concluded the buyback of 343,750,000 equity shares at a price of 320 (\$4.91) per equity share, as approved by the Board of Directors on July 20, 2017 and by shareholders vide resolution dated August 28, 2017 passed through postal ballot and electronic voting. This has resulted in a total cash outflow of 110,000 million (\$1,689 million). As a result of the buyback, our share capital has been reduced by 687 million.

**Industry Overview***IT Services*

Fast-evolving technology landscapes, dynamic economic environments and the emergence of digital business has created a need for enterprises to look for a partner to advise, design and execute their technology transformation and support programs. Large multinational enterprises are engaging global IT Services companies who can deliver high quality service on a global scale and at competitive costs. Over the past two decades, with the emergence of the internet and inexpensive connectivity, the global delivery model of service delivery has risen to become the preferred model in sourcing of IT services, business process services and research and development services. In this period, service providers have gained technological expertise, domain competency and delivery capability by either developing organically or by acquiring companies with these competencies. Large multinational enterprises are engaging global IT Services companies to deliver high quality service on a global scale and at competitive costs. We believe the IT Services industry has significant growth potential.

## **Table of Contents**

Global IT service providers offer a range of end to end software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and related support functions. According to the *Strategic Review 2018* of NASSCOM (the NASSCOM Report ) in fiscal year 2018, IT export revenues, from India grew by 7.8%, to an estimated \$126 billion.

In the last few years, enterprises around the world are embracing the reality that digital transforms every aspect of business. Experiences, consumers, entire industries, business models and ways of working are all rapidly and fundamentally changing. Recognition of these trends, combined with the realization that enterprises may not be able keep up with this pace of change, has a profound impact on our clients. This requires new business models, new ways of working and integrated capability across strategy, design and technology.

### *IT Products*

The key components of the hardware industry are servers, desktops, notebooks and tablet computers, storage devices, peripherals, printers and networking equipment. According to the NASSCOM Report, the hardware segment of the IT-Business Process Management exports from India is estimated to be \$15 billion in fiscal year 2018. The domestic market in India is estimated at \$26 billion in fiscal year 2018. Emergence of cloud computing technologies is negatively affecting demand for IT products such as servers.

### **Business Overview**

We are one of the leading providers of IT services globally. We combine the business knowledge and industry expertise of our domain specialists and the technical knowledge and implementation skills of our delivery team leveraging our products, platforms, partnerships and solutions in our development centers located around the world.

We develop and integrate innovative solutions that enable our clients to leverage IT to achieve their business objectives at competitive costs. We use our quality processes and global talent pool to deliver time to development advantages, cost savings and productivity improvements.

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

The vision for our business is To earn our clients trust and maximize the value of their businesses by providing solutions that integrate our deep industry insights, our leading technology and best-in-class execution . We seek to emphasize our core values of being passionate about our client s success, treating each person with respect, being global and responsible, and maintaining unyielding integrity in everything we do.

The markets we serve are undergoing rapid changes due to the pace of developments in technology, innovation in business models and changes in the sourcing strategies of clients. Pressures on cost-competitiveness, an uncertain economic environment and immigration restrictions are causing clients to develop newer business models. On the technology front, digital business has changed the nature of demand for IT services. Development of advanced technologies such as cloud based offerings, big data analytics, mobile applications and the emergence of social media is making technology an integral part of the business model of our clients. In addition to the Chief Information Officer, newer stakeholders such as Chief Marketing Officer, Chief Digital Officer and Chief Risk Officer play a key role in shaping the technology roadmap of our clients. These trends on newer business models, emerging technologies

and sourcing patterns provide us with significant growth opportunities.

---

## **Table of Contents**

Our IT Products segment provides a range of third-party IT products, which allows us to offer comprehensive IT system integration services. These products include computing, platforms and storage, networking solutions, enterprise information security and software products, including databases and operating systems. We have a diverse range of clients, primarily in the India and Middle East markets from small and medium enterprises to large enterprises in all major industries. We continue to focus on being a system integrator of choice where we provide IT products as a complement to our IT services offerings rather than sell standalone IT products.

### **Our Business Strategy**

Our customers today are undergoing significant change and transformation in their businesses led by forces such as the rise of digital strategies for enterprises, increasing consumerization of IT, emergence of new platforms such as cloud services and increasing competition from companies developed from these evolving trends. We believe that there are a few key industry trends, which over the next five to ten years, will fundamentally transform the way technology is bought and consumed by enterprises. These include as a service offerings, intelligent automation and Digital.

Technology has become increasingly central and core to enterprises across industry segments. In addition, consumerization of IT has led to blurring of boundaries between business needs and technology enablement. The Run strategy is about modernizing the core of our clients process and technology landscape. In other words, we strive to help them achieve significant efficiencies in their core operations through industry-focused process and technology solutions, developed in an open-innovation environment. The Change strategy is focused on helping clients achieve digital transformation enabled by digital capabilities brought by Wipro and its partner ecosystems. Our strategy thus addresses our clients Run and Change agendas.

Our Run strategy is about modernizing the client s core operations and technology landscape. It includes the following strategies:

### **Business Solutions**

Business Solutions brings together domain and technology solutions across applications, infrastructure, business process services and analytics to deliver business value to our clients in an as-a-service model.

The Integrated Services and Solutions Group ( ISSG ) focuses on building integrated offerings across four key business themes: Customer Experience, Business Acceleration, Simplified and Sustained IT and Connected Ecosystem. An example is Insights-as-a-Service, which accelerates Time-to-Insights using the Data Discovery Platform ( DDP ) powered by advanced visualizations, models, accelerators and algorithms and is offered as Pay-Per-Use .

### **Process and IT Simplification**

Process and IT Simplification is focused on reducing costs while also improving the quality of service and reliability, all while demystifying the complex processes and technology landscape of our clients. We deliver this through consolidation, elimination, automation and cloudification to deliver agility and productivity benefits. An example of one of our approaches is the Framework for Application Services Transformation which covers:

## **Table of Contents**

New age application ( app ) development;

App rationalization, optimization and modernization;

Cloud app services;

Newer methodologies such as AgileBase and DevOps (as defined below); and

Next generation quality assurance, app support and trust management.

Our Change strategy is focused on enabling our clients' digital futures. It includes the following strategies:

### **Digital**

Digital is about enabling transformation for our clients as they become a digital enterprise. It begins with an advisory and design approach followed by engineering and build initiatives, all of which is deployed in a native cloud environment and delivered in an AgileBase delivery model ( DevOps ). We co-create and co-innovate with clients, leveraging our global innovation labs, or digital pods, and new ways of working.

We have adopted a four m model: method, model, machine and mindset:

Our method applies a five-step design and build methodology through our Designit and Buildit platforms;

Our team of teams model allows us to create multi-disciplinary, collaborative digital teams to scale across client projects;

A custom-built engineering machine, which we call the Digital Rig , creates the environment for rapid prototyping, testing and launching at extreme velocity; and

A specific mindset, which focuses on attracting and retaining the right people and surrounding them with a digital culture, ensures we have the right talent to support our customers.

Our acquisition of Cooper, an award-winning design and business strategy consultancy, strengthens Wipro's design and innovation capabilities. Cooper, which is a part of Digital, expands our reach in North America and adds significant capabilities in professional education. We are seeing significant synergy across our integrated digital and design capabilities.

Through March 31, 2018, we have trained over 90,000 professionals in digital technologies. We are expanding our innovation labs, or digital pods, to offer enhanced transformation services to global customers. Currently we have 18 Digital Pods spread across the globe and are continuing to expand, introducing two new pods this year in Edinburgh,

Scotland and Mountain View, California.

Our approach of creating a consulting ecosystem has seen success. It continues to focus on delivering growth and improving quality for our clients, thereby delivering impact to us through growing business relationships and creating integrated deals.

### **Big Bets**

A key element of executing the Wipro Strategy is the approach to prioritization on high potential growth areas. Towards this, we have focused on **Big Bets** at a company level where we are making disproportionate allocation of investments to drive differentiated focus and growth. Examples of these include Cloud, Cyber and Digital.



## **Table of Contents**

In addition to driving transformational development with our clients through our Run and Change strategies, we also focus on four overall goals:

### **Non-Linearity**

Non-Linearity is about driving differentiated offerings leveraging IP, platforms, solutions and innovative commercial constructs to realize the as-a-service need of our clients, thus varying their costs in a risk reward model (e.g., transaction-based and outcome-based pricing).

We have invested significantly to drive non-linearity through investments in IP in the form of platforms acquired through acquisition of Gallagher Financial Systems Inc., Opus Capital Markets Consultants LLC, HPS and ProMAX Systems, Inc. and organically developed platforms such as Wipro HOLMES™, frameworks and solutions.

As part of this effort, we have increased our patent filings significantly in the past few years and have developed a business model that emphasizes our patent portfolio and growth in our inventor base within the organization. Industry analysts and rating organizations recognize the quality of our intellectual property ( IP ) and we intend to continue developing high quality inventions. Many of our patents are in emerging technology areas and serve as a foundation for many of our new technology platforms, including AI and IoT, connected devices and autonomous vehicles.

### **Localization**

Localization is focused on acting local and thinking global. The core components of this goal are local hiring, campus hiring, setting up local delivery centers, establishing Digital Pods and making strategic investments through acquisitions. We are driving localization initiatives in our key geographies such as the United States, United Kingdom, Continental Europe, Canada, Latin America, Africa, Asia Pacific and the Middle East. We believe that commitment to these geographies is important in growing our business. We expect an increase in the percentage of our global workforce comprised of local employees and consultants, and diversity is a key strategic priority as part of our globalization efforts.

### **Hyper-Automation**

Hyper-Automation is about driving efficiency in business process and technology operations through deployment of robotics and cognitive automation, such as the Wipro HOLMES™. Wipro HOLMES™ helps enterprises hyper-automate processes and offloading specific cognitive tasks to the artificial intelligence ( AI ) platform to gain cost efficiencies, agility and enhanced user experience. Wipro HOLMES™ helps businesses adopt a hybrid mode of operation (i.e., pairing automation and human effort), which is achieved through a combination of virtual agents, predictive systems, cognitive process automation, visual computing applications, knowledge virtualization and AI reasoning.

We also offer automation advisory services to help clients in their journey of AI/Automation through designing Automation roadmap and setting up Digital Centers of Excellence for automation initiatives. In addition to the Wipro HOLMES™ platform, we are building a collaboration ecosystem for Automation working with partners such as Robotics Process Automation providers (e.g., Blue Prism Group and Automation Anywhere, Inc.), start-ups (e.g., Avaamo, Inc. and arago, GmbH) and established partners (e.g., IBM, Amazon.com, Inc., Google LLC, Microsoft Corporation, SAP SE, Oracle Corporation and ServiceNow, Inc.). Over 3,000 employees have been trained and certified on AI / ML.



## Table of Contents

### **Open Innovation**

Open innovation is about leveraging the innovation ecosystem through the following vehicles:

**Wipro Ventures:** The strategic investment arm of Wipro, Wipro Ventures is a \$100 million fund that invests in early to mid-stage enterprise software startups. As of March 31, 2018, we have invested in and partnered with 11 startups in the following areas – AI (Avaamo, Inc., Vicarious FPC, Inc.), Business Commerce (Tradeshift, Inc.), Cybersecurity (Demisto, Inc., IntSights Cyber Intelligence Ltd., Vectra Networks, Inc.), Data Management (Imanis Data, Inc.), Industrial IOT (Altizon Systems Private Ltd.), Fraud & Risk Mitigation (Emailage Corp.) and Testing Automation (Headspin, Inc., Tricentis GmbH). In addition to direct investments in emerging startups, Wipro Ventures has invested in two enterprise-focused venture funds: TLV Partners and Work-Bench Ventures.

**Partner Ecosystem:** We have established a dedicated unit to drive and deepen our partner ecosystem to drive creation of new markets and solutions, expand in key verticals and geographies, drive innovation in our offerings and drive go-to-market outcomes. We have sub-divided the partner ecosystem into the following categories:

- a. Strategic Partners: Multiple product lines with significant business volume and potential.
- b. Growth Partners: Single practice alliances.
- c. Niche Partners: Niche products with differentiated solutions.
- d. Academia Partners: Collaborate with academic institutions and associations in the United States, Europe, Israel and India in the fields of computer and electrical engineering to promote innovative technology research and capability.

**Horizon Program:** The goal of the horizon program is to drive organic incubation in emerging areas covering products, platforms, solutions and capabilities. In order to achieve this objective, we are investing in key areas such as AI, AR/VR, IoT, cloud computing, software defined everything, autonomous vehicle, cybersecurity, digital experience, digital marketing and commerce and Industry 4.0. During the year ended March 31, 2018, we funded 19 projects as a part of this program.

**Crowdsourcing – Topcoder:** More than one million community of developers, designers and data scientists with offerings focused around analytics, Connected Customer Experience (CCX), Quality Assurance, enterprise transformation, community experts, self-service and hybrid expert networks.

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

---

## **Table of Contents**

Acquisitions consummated during the year ended March 31, 2018 include InfoSERVER and Cooper. InfoSERVER is a Brazilian IT Services company that predominantly caters to the Banking market in Brazil. Over the last 21 years, InfoSERVER has been recognized for its excellence in delivery and specialized knowledge of local banking domain and processes. InfoSERVER is headquartered in São Paulo, Brazil. With this acquisition, Wipro and InfoSERVER will be able to deliver a full suite of integrated IT services across Digital, consulting, and business process services to four of the top five banks in Brazil. Cooper is an award-winning design and business strategy consultancy. Cooper will further strengthen design and innovation capabilities and expand reach in North America besides adding capabilities in professional design education. Increasingly, global enterprise clients recognize that design is a critical part of any digital or business transformation. By adding Cooper's skills and expertise, Wipro will be better positioned to support its clients' digital programs.

We have also made minority investments in Denim Group, Ltd., a leading independent application security firm, serving as a trusted advisor to customers on matters of application risk and security and Harte-Hanks, Inc., a U.S.-based global marketing services company specializing in omni-channel marketing solutions including consulting, strategic assessment, data, analytics, digital, social, mobile, print, direct mail and contact center. Also, during the year ended March 31, 2018, we have increased our ownership in Drivestream Inc. from 19% to 43.7%.

Further, we have acquired a 10.2% stake in Ensono Holdings, LLC ( Ensono ), a company engaged in providing complete mainframe and Hybrid IT services to mid to large enterprises across industries, on June 27, 2018. Ensono has a right to repurchase up to an aggregate of 5.5% of the above units if Wipro is not able to achieve certain joint business milestones agreed between the parties.

## **Operating Segment Overview**

Our business comprises of the IT Services and IT Products segments. Additionally, we provide our IT Services segment revenue and results by industry verticals. Our industry verticals are subject to change and may vary depending on industry trends. Please see Note 30 of the Notes to Consolidated Financial Statements for additional information regarding our segments and IT Services verticals.

## **IT Services Offerings**

We are a leading provider of IT services to enterprises across the globe. We provide a range of services which include digital strategy advisory, customer-centric design, technology consulting, IT consulting, custom application design, development, re-engineering and maintenance, systems integration, package implementation, global infrastructure services, business process services, cloud, mobility and analytics services, research and development and hardware and software design. We offer these services globally leveraging our products, platforms and solutions through a team of over 160,000 employees using our global delivery model. Effective April 1, 2018, we are realigning our service lines to achieve better synergies with our customers: Business Application Services is now Modern Application Services; Global Infrastructure Services is now Cloud Infrastructure Services; Analytics service line is now Data, Analytics and AI. Our key service offerings are outlined below:

**Digital:** At Wipro Digital, the digital unit of Wipro, we continue to focus on the insights, interactions, integrations and innovations that make brands and businesses relevant to their customers. The common characteristic of digitally successful organizations today is their focus on enterprise transformation and agility. Outside-in innovation to do digital and create new websites, new apps and omni-channel experiences is not enough. To gain the full benefits of these digital initiatives, our customers now

recognize they must enable inside-out enterprise renovation. Changing legacy systems, processes, tools, mindsets and even traditional ways of working are necessary for our customers to be digital , not just do digital.

---

## **Table of Contents**

In the last year, we have grown Wipro Digital to support our customers in their drive to be digital. We acquired award-winning design firm Cooper to expand and enhance our capabilities, particularly in the areas of user experience, user interface and professional design education. We opened additional digital pods in the last year, bringing our total number of pods to 18. Lastly, we integrated our long-standing Connected Customer Experience practice into Wipro Digital, ensuring a seamless, end-to-end offering and capability for our clients, bringing an even stronger market-leading partner to our customers across the think-it, design-it, build-it and run-it continuum of digital initiatives.

**Modern Application Services ( MAS ):** Wipro has been a strategic partner in the transformation of the application landscape of its clients by offering integrated business solutions that span across enterprise applications and digital transformation to security and testing. We have re-aligned our Applications service line into a new service line called Modern Application Services ( MAS ), which will be comprised of four units: the Enterprise Applications and Modernization ( EAM ) unit, the Application Engineering and DevOps ( AED ) unit, the Enterprise Architecture unit and the Appirio Cloud Services unit. These units will leverage themes such as AI/Cognitive Systems, IoT, blockchain and open source to enable smart application technology, or Smart Applications .

The EAM unit will include SAP, Oracle, and IT Modernization along with Mainframe, application management and Transition practices. Technology focus areas will include Micro Focus, ServiceNOW, Infor and Coupa Software.

The AED unit brings together our expertise in quality engineering and testing, Microsoft business, enterprise business integration, DevOps and cloud technologies. We use these to develop new ways of working and solution delivery along with as a service models blending methods, models, machinery and mindset across various technology platforms including CA, Tricentis, Software AG and TIBCO.

The Enterprise Architecture unit helps organizations simplify, modernize and accelerate their journey to the cloud including application migration to public clouds such as Amazon Web Services, Microsoft Azure, Google Cloud Computing, IBM and Pivotal. This team covers business design and architecture services across applications, infrastructure, data and process and enables making Applications Smarter as part of the digital transformation journey.

The Appirio Cloud Services unit results from the acquisition we made in 2016 continues to focus on integrating traditional SaaS technology providers such as Salesforce, Workday, Google and newer providers such as Apttus and FinancialForce with our capabilities in customer experience with worker experience.

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





---

**Table of Contents**

**Cloud and Infrastructure Services ( CIS ) (formerly, Global Infrastructure Services):** CIS is an end-to-end cloud and IT infrastructure services provider that helps global clients accelerate their digital journey. Our offerings include Cloud, end-user computing, Software Defined Everything ( SDx ), development operations, data center, networking and IoT, all of which spans across our consulting, system integration, testing and managed services. We have a presence in over 45 countries with over 700 clients and 21 delivery centers. Our investment in IP, a comprehensive partner ecosystem and our skills in emerging technologies like software-defined everything, opensource, DevOps and IoT ensure that we are a one-stop shop for all cloud and IT infrastructure needs. Recently, we announced that we are divesting our hosted data center services business and developing a strategic partnership with Ensono, a hybrid IT services and governance services provider. Wipro's hosted data center services business, along with 925 employees and 8 data centers, will move to Ensono. Wipro will continue to serve our hosted datacenter customers through a partnership with Ensono. The sale concluded on June 27, 2018.

**Product Engineering Services Group ( PES ):** PES facilitates breakthrough product and engineering services transformations across all major industry verticals, influencing the way enterprises do business today. With a focus on Digital Transformation, PES's specialized team of skilled professionals combined with in-house innovation labs deliver end-to-end Engineering R&D services from the design board to the shop floor and out to the market.

Over the years, PES has revolutionized product engineering at numerous global corporations by building innovative customer experiences, personalizing products for new markets, integrating next-generation technologies, facilitating faster time to market and ensuring global product compliance. In our bid to make the world a more connected and smarter place, we are making significant developments in new-age technology paradigms such as IoT, Cloud platforms, 3D Printing, Virtualization, Smart devices and Artificial Intelligence. With the increased focus on smart manufacturing capabilities, we are further strengthening our engineering services business.

**Data, Analytics and AI:** Data, Analytics and AI allows us to consult and support our customers to derive meaningful insights by leveraging our AI, machine learning, advanced analytics, big data and information management platforms and capabilities. We follow the AI First strategy to acquire & assimilate data, drive accurate decisions and deliver measurable business outcomes that help our customers transform their businesses. Our AI-infused end-to-end offerings include:

Cloud & Data Platform ( CDP ) practice, which is focused on delivering online or connected services in areas of Internet Scale Application, Data Platforms, Cognitive platforms and HPC solutions. We build complete solutions for various industrial applications, either via on-premise or cloud-based platforms.

Big Data Analytics practice, which offers insight delivery in real time or near real time through analytical platforms and solutions and leveraging our home grown team of decision scientists.

Information Management practice, which is dedicated to enabling the digital transformation journeys of its clients through a trusted data foundation.

Business Intelligence ( BI ) practice is focused on helping businesses unleash the value from their data and provide timely, contextual and relevant actionable insights rendered through rich and interactive visualizations

Database & Data warehouse practice, which focuses on end-to-end solutions to automate the entire data warehouse migration as well as data offloading from on premise to cloud across analytical platforms with scalability and performance optimizations on the target platform.

**Table of Contents**

**Business Process Services ( BPS ):** Wipro BPS is a leader in providing next generation technology-led business process services to global enterprises. Our mission is to connect the dots that drive superior customer experience, high levels of efficiencies, uncompromising quality and productivity to maximize returns for our clients. We combine our core business knowledge with emerging technologies like robotics process automation, cognitive technologies and analytics to offer powerful business intelligence, allowing business leaders to respond quickly to evolving market needs. Our non-intrusive industry and technology agnostic differentiators are:

Enterprise Operations Transformation (EOT) Framework: Comprised of a suite of comprehensive solutions, EOT addresses the central business essentials of achieving process efficiencies with a focus on enhanced customer experience, cost optimization, reduced cycle times and accuracy.

Wipro HOLMES for Business: An Artificial Intelligence platform that focuses on hyper-automating business and IT processes to reach highest level of autonomous maturity.

Base))) : As a Business Operations platform, Base))) leverages the latest technologies to manage today s complex business operations by streamlining their existing operations.

Customer Experience Transformation: Our analytics-powered customer service platform to deliver superior experience through cutting-edge technology.

Robotics Process Automation ( RPA ): RPA helps achieve next generation business goals and transformative impact through rapid deployment and limited capital expenditure.

BPaaS: Our delivery solution that allows standardized, yet highly configurable processes for quick deployment and use. We continue to invest in building a larger BPaaS portfolio across industries and service lines.

*IT Services Clients*

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

Per client revenue (US\$)	Number of clients in		
	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2018
1-3 million	219	248	262
3-5 million	83	86	92
5-50 million	215	234	238

Edgar Filing: WIPRO LTD - Form 20-F

50-100 million	24	25	31
> 100 million	9	9	8

Total > 1 million 550 602 631

The largest client of our IT Services business accounted for 3%, 3% and 3% of revenues from the IT Services business as a whole for the years ended March 31, 2016, 2017 and 2018. The five largest clients of our IT Services business accounted for 12%, 10% and 11% of our total IT Services revenues for the years ended March 31, 2016, 2017 and 2018, respectively.

## **Table of Contents**

### *IT Services Sales and Marketing:*

We sell and market our IT services through our direct sales force. Our sales operations are global but also maintain a local presence so we can satisfy the requirements of global enterprises. Our sales efforts are complemented by our marketing team, which assists in brand building and other corporate and field-level marketing efforts.

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

**Client Relationship:** We have designated global client partners that have primary responsibility for the client relationship, providing single-person accountability and single-person sales responsibility.

**Industry Focus:** Our sales teams are dedicated to a specific industry segment and often have significant experience and training in their industry.

**Proactive Solutions:** We have a consulting-led approach to sales where our sales teams provide proactive solutions to clients and prospective clients rather than only respond to requests for proposals.

**Geographic Focus:** Our sales teams are dedicated to a specific country or region to increase our knowledge of the local business culture, anticipate prospective and existing client needs and increase our market penetration.

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

We have also launched a program called **ADROIT** that is designed for approximately 900 Delivery Managers to foster learning agility in the account teams, in a next generation application delivery and delivery-led sales framework.

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

Our marketing organization complements our sales teams by:

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

Positioning our brand with clients as a thought leader and a solution provider that utilizes innovative techniques to solve difficult as well as day-to-day problems; and

Participating in industry events which drive sales by showcasing our services, products and strategic alliances.

**Table of Contents**

*IT Services Competition*

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

The following factors differentiate us from our competition:

1. The comprehensive and integrated suite of IT solutions, including digital strategy advisory, customer-centric design, technology consulting, IT consulting, custom application design, development, re-engineering and maintenance, systems integration, package implementation, global infrastructure services, analytics services, business process services, research and development and hardware and software design.
2. Wipro Digital's integrated propositions in customer mapping and interaction, seamless integration and data science and insight differentiate its approach with customer journey engineering.
3. Our organizational culture of innovation and our early start in deploying cutting edge platforms and technologies that drive hyper-automation and achieve industrialization of service delivery, such as Wipro HOLMES™.
4. Our investments in developing IP across products, platforms, frameworks, solutions, components, accelerators, tools and apps that enable us to provide standardized solutions to our customers and obtain enormous time-to-market advantage.
5. Our decades of experience in serving in the IT business, proven track record of delivery excellence and satisfied customers who recommend our services to other corporations.
6. Our ability to provide an entire range of research and development services from concept to product realization.
7. Our global delivery model, that leverages our global, regional and local near-shore development centers and collaborative technologies to help us better serve our clients in this modern technology era.
8. Our ability to access, attract and retain highly skilled personnel across key markets.
9. Our emphasis on engaging the culture of our new age acquisitions and integrating these technologies with our executional experience and service offerings to maximize synergies for our clients.

10. Our ability to offer opportunities to work with cutting edge technologies and focus on training is a critical differentiator to the quality of our manpower.
11. The Wipro brand that is recognized globally for its comprehensive portfolio of services, a practitioner's approach to delivering innovation and an organization-wide commitment to sustainability.
12. Our commitment to the highest levels of corporate governance.



**Table of Contents**

*IT Services Industry Verticals*

For the year ended March 31, 2018, our IT Services business is organized into the following six industry verticals:

1. Banking, Financial Services and Insurance ( BFSI )
2. Healthcare and Lifesciences ( HLS )
3. Consumer Business Unit ( CBU )
4. Energy, Natural Resources & Utilities ( ENU )
5. Manufacturing and Technology ( MNT )
6. Communications ( COMM )

Effective April 1, 2018, in order to provide strategic focus, we are realigning our Manufacturing and Technology industry vertical into two separate verticals: the Manufacturing industry vertical and the Technology industry vertical. The Healthcare and Lifesciences industry vertical is being renamed as the Health Business Unit.

The revised industry verticals are as follows:

1. Banking, Financial Services and Insurance ( BFSI )
2. Health Business Unit ( Health BU )
3. Consumer Business Unit ( CBU )
4. Energy, Natural Resources and Utilities ( ENU )
5. Manufacturing ( MFG )
6. Technology ( TECH )

7. Communications ( COMM )

Our IT Services business is organized into seven industry verticals:

**Banking, Financial Services and Insurance ( BFSI ):** The BFSI business unit serves over 100 clients globally across Retail Banking, Investment Banking, Capital Markets, Wealth Management and Insurance. We have been instrumental in delivering success to our clients by aligning with their business priorities; we have done this by leveraging state-of-the-art technology and process transformation solutions, service design innovation, domain expertise, IP and integrated offerings, end-to-end consulting services, adoption of new ways of working , and an ongoing focus on delivery excellence. We also harness the power of cognitive computing, hyper-automation, robotics, cloud, analytics, and emerging technologies, to help our clients adapt to the digital world.

---

**Table of Contents**

**Health Business Unit ( Health BU ):** Our mission is to help organizations to solve real world health problems to improve people's lives. Health BU is dedicated to helping health and life sciences companies rethink, reshape and restructure their business to increase competitiveness in the industry. We help companies realize value in their core businesses by connecting organizations, communities and individuals to maximize insights, innovation and integration and to transform how healthcare services are provided in the future.

**Consumer Business Unit ( CBU ):** CBU offers a full array of innovative solutions and services to cater to the entire value chain, where the consumer is at the core, through a blend of domain knowledge, technology expertise and delivery excellence. We offer an integrated environment that allows organizations to model, optimize, forecast, budget, execute, manage and measure product and customer performance across the globe. We provide strong consumer-centric insights and project execution skills across retail, consumer goods, media, travel and public sector. Our domain specialists work with customers to maximize value through technology investments. Wipro's CBU encompasses Retail, Consumer Packaged Goods, New Age, Media, Education, Hospitality, Travel, Transportation and Public Sector Industries.

**Energy, Natural Resources and Utilities ( ENU ):** Our ENU industry vertical has been collaborating with and serving businesses across the globe for over 17 years. Our deep domain and technology expertise has helped the business become a trusted partner to over 75 leaders in the Oil and Gas, Mining, Water, Natural Gas, Electricity, Airports, Ports, Engineering and Construction industries across the globe. Wipro's ENU vertical has been recognized by analysts as a major player in the Energy and Utilities sector. We provide consulting, engineering, technology and business processes services expertise to the Utilities industry across Generation and Renewables, Transmission and Distribution, Retail, Smart Grid, Energy Trading and Risk Management and Health, Safety, Security and Environment. Our deep domain expertise in the Energy sector has helped us play a pivotal role in business transformation of major oil and gas companies across their value chain. Strategic acquisitions have further strengthened our capabilities and presence in the Energy sector.

**Manufacturing ( MFG ):** Wipro's Manufacturing business unit caters to manufacturing companies across the industry segments of aerospace and defense, automotive, industrial and process manufacturing. By coupling our digital and extensive domain expertise, we help our customers transform their business processes across product design, supply chain, and aftermarket services to achieve their digital transformation objectives. We have leveraged our network of partners and academia, to develop IP, platforms and industry-focused solutions. Our after-market solutions and services are helping manufacturing customers capture additional market share by adopting new business models. Our ongoing investments in emerging technologies like autonomous systems and robotics, Industry 4.0, aftermarket, industrial IoT, augmented reality and virtual are helping customers create new business solutions and create new revenue models.

**Technology ( TECH ):** Companies across the high-tech value chain; from the silicon providers to software companies, are serviced by Wipro's Technology business unit. Our extensive customer portfolio includes marquee companies in Semiconductors, Compute and Storage, Networking, Peripherals, Electronics, Platforms and Software products. Our solutions to this sector are built around

Wipro's deep domain expertise and we cater to customer requirements across product design, validation and testing, enterprise operations, marketing and customer support. We also are actively partnering with our customers to help them leverage digital technologies to stay ahead of the shifting expectations in the industry. Wipro's solutions built around cloud, blockchain, artificial intelligence, IOT, crowd sourcing and design thinking are driving new revenues and efficiencies in our customer organizations. We have leveraged our network of partners and academia to develop IP, platforms and domain/industry-focused solutions. We are investing in emerging technologies, which includes next-generation platform engineering (based on open source, containers and micro services), autonomous systems, machine learning, deep learning, industrial IoT, augmented/virtual/mixed reality, software defined infrastructure, 5G and LiFi.

**Table of Contents**

**Communications ( COMM ):** Wipro has been enabling the digital transformation journey of Communications Service Providers ( CSPs ) across the globe as they transform to become Digital Service Providers. Our digital business solutions are tailored for CSPs customer context, with capabilities in technologies such as AI, IoT, blockchain and cybersecurity in order to focus on new ways of working. Our investments in new-age startups through Wipro Ventures, along with a comprehensive partner ecosystem are enabling CSPs globally to create services that enable new revenue opportunities, build business agility and reduce their time to market in a B2B environment. Our focus on continuous improvement, alignment to industry standards, investments in technology solutions of tomorrow, especially as we gear up for the 5G revolution, are delivering proven business value to global CSP customers.

**IT Products**

In order to offer comprehensive IT system integration solutions, we use a combination of hardware products (including servers, computing, storage, networking and security), related software products (including databases and operating systems) and integration services. We maintain a presence in the hardware market by providing suitable third-party brands as a part of our solutions in large integrated deals. Our range of third-party IT Products is comprised of Enterprise Platforms, Networking Solutions, Software Products, Data Storage, Contact Center Infrastructure, Enterprise Security, IT Optimization Technologies, Video Solutions and End-User Computing solutions.

*IT Products Customers*

We provide our offerings to enterprises in all major industries, primarily in the India and Middle East markets, including government, defense, IT and IT-enabled services, telecommunications, manufacturing, utilities, education and financial services sectors. We have a diverse range of customers, none of whom individually account for more than 10% of our overall IT Products segment revenues.

*IT Products Sales and Marketing*

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

*IT Products Competition*

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

---

**Table of Contents**

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

**Intellectual Property**

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

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

Wipro won the Asia IP Elite award from the Intellectual Asset Management publication for the fifth consecutive year for best IP Practices.

As of March 31, 2018, we have 380 registered patents in various countries. We have filed 404 patents during FY18 and currently have approximately 1,623 patent applications pending registration in various jurisdictions across the world.

As of March 31, 2018, we held more than 700 registered trademarks including registered community trademarks in India, Japan, the United States, Malaysia and over 70 other countries. Over 150 trademark applications are pending for registration in various jurisdictions across the world. This includes over 90 trademark applications pending with respect to our new logo.

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



## **Table of Contents**

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

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

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

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

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

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

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

### **Organizational Structure**

Refer Note 28 of the Notes to Consolidated Financial Statements for information on organizational structure of the Company.

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

Our registered office is located at Doddakannelli, Sarjapur Road, Bangalore, India. The offices are approximately 0.30 million square feet. We have approximately 1.31 million square feet of land adjoining our corporate offices for future expansion plans.



## **Table of Contents**

In addition, we have approximately 29.13 million square feet of land for future expansion plans. We have 12.96 million square feet of owned software development facilities in India and over 5.42 million square feet of leased software development premises in India. We have approximately 2.65 million square feet of leased offices, software development and data center facilities in countries outside India, which includes approximately 1.38 million square feet at various locations in the Americas. We have approximately 0.45 million square feet of owned offices, software development and data center facilities in countries outside India, which includes approximately 0.22 million square feet at various locations in the Americas.

We spent 13,951 million, 20,853 million and 21,870 million on capital expenditure during the fiscal years ended March 31, 2016, 2017 and 2018, respectively. These capital expenditures were primarily incurred on new software development facilities and IT assets.

We have 74 sales/marketing offices, data centers, development and training centers in the Americas. In addition, we have 144 similar facilities located in the following regions: Europe, Middle East, Africa and Asia-Pacific region (other than India).

We have two manufacturing sites, which are approximately 0.2 million square feet and approximately 0.1 million square feet of land, respectively. We own one of these facilities, located in Pondicherry, India. We have taken the other facility located in Kotdwar, India on a long-term lease.

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

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

As of March 31, 2018, we had contractual commitments of 13,091 million primarily related to capital expenditures on construction or expansion of software development facilities. These expenditures are expected to be funded largely through cash generated from operations, existing investible surplus in the form of cash and cash equivalents, short-term investments and other external financing sources.

## **Legal Proceedings**

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

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

None.

**Table of Contents****Item 5. Operating and Financial Review and Prospects**

( in millions, except share data and where otherwise stated)

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

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

**Overview**

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

A company recognized globally for its comprehensive portfolio of services, strong commitment to sustainability and good corporate citizenship, we have over 160,000 dedicated employees serving clients across six continents. Together, we discover ideas and connect the dots to build a better and a bold new future.

**Trend Information**

*IT Services:* Fast-evolving technology landscapes, dynamic economic environments and the emergence of digital business has created a need for enterprises to look for a partner to advise, design and execute their technology transformation and support programs. Over the past two decades, with the emergence of the internet and inexpensive connectivity, the global delivery model of service delivery has risen to become the preferred model in global IT services sourcing, business process services and research and development services. In this period, service providers have acquired technological expertise, domain competency and delivery capability by either developing organically or through acquisitions.

Large multinational enterprises are engaging global IT Services companies to deliver high quality service on a global scale and at competitive costs. Over the years, heightened levels of competition developed among IT service providers, particularly in the IT sourcing environment where there is a shift in favor of vendor consolidation. However, we continuously strive to differentiate ourselves from the competition and sustain prices and profits by demonstrating the unique and differentiated value we bring to our clients. Our comprehensive range of offerings including Digital and cloud computing, and by leveraging our intellectual property, developing innovative service delivery models, providing deep industry insights, adopting competitive pricing strategies and leveraging synergies from strategic acquisition and investments, we demonstrate our value proposition to clients.

We have invested in developing intellectual property ( IP ) across products, platforms, frameworks, solutions, components, accelerators, tools and applications. Our IP has enabled us to provide standardized solutions to our customers and obtain significant time-to-market advantages over the previous customized solutions which incurred higher costs and required a longer time to develop. An example of our IP is Wipro HOLMES™, an artificial intelligence platform.



---

**Table of Contents**

Further, we have invested in acquiring new technology and skills. In the year ended March 31, 2018, we acquired Cooper Software Inc., an award-winning design and business strategy consultancy, which expands our digital reach in North America and adding capabilities in professional design education and InfoSERVER S.A. ( Infoserver ), an IT services provider providing custom application development and software deployment services in the Brazilian market. In the last three fiscal years, we have also acquired Appirio Inc., a global cloud services company that creates next-generation employee and customer experiences; HPH Holdings Corp., a leading independent technology and Business Process as a Service ( BPaaS ) provider in the U.S. health insurance market; Cellent AG, a leading IT consulting and software services company offering holistic innovative IT solutions and services in the DACH region of Germany, Austria and Switzerland; and Designit, a global strategic design firm specializing in designing transformative product-service experiences.

Gross profit as a percentage of revenue in our IT Services segment for the year ended March 31, 2018 is 30.20%. We anticipate challenges in significantly improving our gross profits largely due to the following reasons:

Limited ability of the market to accept increase in prices;

Regular increases in salaries, a cost which accounts for a major part of our expense line;

The impact of exchange rate fluctuations on our Indian rupee realizations; and

Investments in acquisitions with potentially lower contribution to margins.

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

Differentiating our offerings by providing premium services across the Digital value-chain, including advisory, strategy, design and engineering;

Investing in non-linearity initiatives that de-link the linear relationship between revenue and efforts expended;

Investing in customer relationship teams to establish deeper client relationships and provide a wider range of services;

Driving revenue and cost synergies of acquired businesses;

Leveraging Wipro HOLMES™ to increase use of automation within our client organizations;

Developing cost containment initiatives and driving higher employee productivity by using NextGen Delivery systems that re-evaluate traditional tools such as operating systems, management systems and mindset behavior;

Significant cost optimization by deploying cutting edge platforms and technologies that drive hyper-automation and achieve industrialization of service delivery;

**Table of Contents**

Aligning our resources to expected demand; and

Increasing the utilization of our IT professionals.

*IT Products:* In our IT Products segment, we have experienced pricing pressures due to increased competition among IT companies. Our IT Products segment is subject to seasonal fluctuations. Our IT Products revenue is driven by the capital expenditure budgets and spending patterns of our clients, who often delay or accelerate purchases in reaction to tax depreciation benefits on capital equipment and macroeconomic factors. We continue to focus on being a system integrator of choice where we provide IT products as a complement to our IT services offerings rather than sell standalone IT products. Accordingly, our revenue, operating income and profit for the period have varied significantly in the past and we expect that they are likely to vary in the future.

*Shareholder Returns*

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

The cash dividend paid per equity share during the year ended March 31, 2018 was an interim dividend of ₹ 1. The Board recommended the adoption of the interim dividend of ₹ 1 per equity share as the final dividend for the year ended March 31, 2018.

On April 25, 2017, our board approved the issue of stock dividend, commonly known as issue of bonus shares in India, subject to shareholder approval. June 14, 2017 was fixed as the record date for this purpose. The Companies Act, 2013 permits a company to distribute an amount transferred from the free reserves or other permitted reserves, including share premium account, to its shareholders in the form of bonus shares, which are similar to a stock dividend. The bonus issue in the proportion of 1:1, i.e., 1 (One) bonus equity share of ₹ 2 each for every 1 (one) fully paid-up equity share held (including ADS holders) was approved by the shareholders of the Company vide resolution dated June 3, 2017 passed through Postal Ballot/ e-voting. Consequently, 2,433,074,327 shares have been issued and ₹ 4,866 (representing par value of ₹ 2 per share) has been transferred from retained earnings to share capital.

During the year ended March 31, 2018, the Company has concluded the buyback of 343,750,000 equity shares at a price of ₹ 320 (\$4.91) per equity share, as approved by the Board of Directors on July 20, 2017 and by shareholders vide resolution dated August 28, 2017 passed through postal ballot and electronic voting. This has resulted in a total cash outflow of ₹ 110,000 (US \$1,689 million). Consequent to such buy back, share capital has been reduced by ₹ 687.

**Results of Operations**

Our revenues and profits for the years ended March 31, 2016, 2017 and 2018 are provided below:

	Wipro Limited and subsidiaries			Year on Year change	
	Years ended March 31,			2017-16	2018-17
	2016	2017	2018		
	( in millions except earnings per share data)				
Revenue <sup>(1)</sup>	516,307	554,179	546,359	7.34%	(1.41)%
Cost of revenue	(356,724)	(391,544)	(385,575)	9.76%	(1.52)%
Gross profit	159,583	162,635	160,784	1.91%	(1.14)%

Edgar Filing: WIPRO LTD - Form 20-F

Selling and marketing expenses	(34,097)	(40,817)	(42,349)	19.71%	3.75%
General and administrative expenses	(28,626)	(32,021)	(34,141)	11.86%	6.62%
Other Operating Income		4,082		100%	(100)%
Operating income	96,860	93,879	84,294	(3.08)%	(10.21)%
Profit attributable to equity holders	89,075	84,895	80,081	(4.69)%	(5.67)%
As a percentage of revenue:					
Selling and marketing expenses	6.60%	7.37%	7.75%	(77)bps	(38)bps
General and administrative expenses	5.54%	5.78%	6.25%	(24)bps	(47)bps
Gross margins <sup>(2)</sup>	30.91%	29.13%	29.43%	(178)bps	30bps
Operating margin <sup>(2)</sup>	18.76%	16.82%	15.43%	(194)bps	(139)bps
Earnings per share <sup>(3)</sup>					
Basic	18.13	17.48	16.86		
Diluted	18.09	17.43	16.83		

-63-

**Table of Contents**

- (1) For segment reporting, we have included the impact of exchange rate fluctuations in revenue. Excluding the impact of exchange rate fluctuations, revenue, as reported in our statements of income, is 512,440, 550,402 and 544,871 for the years ended March 31, 2016, 2017 and 2018, respectively. Further, finance income on deferred consideration earned under multi-year payment terms in certain total outsourcing contracts is included in the revenue of the respective segment and is eliminated under reconciling items. Please see Note 30 of the Notes to the Consolidated Financial Statements for additional details.
- (2) Gross margin and operating margin as a percentage of revenue for year ended March 31, 2017 have been calculated by including Other Operating Income with Revenue.
- (3) Earnings per share for the years ended March 31, 2016 and 2017 have been proportionately adjusted for the bonus issue in the ratio of 1:1 as approved by the shareholders on June 3, 2017.

The Company's operations are organized by two operating segments: IT Services and IT Products. Our IT Services segment primarily consists of IT Service offerings to our customers organized by industry verticals. Our revenue and segment results are as follows:

	<b>Years ended March 31,</b>		
	<b>2016</b>	<b>2017</b>	<b>2018</b>
	<b>( in millions)</b>		
<b>Revenue:</b>			
IT Services	487,316	528,440	528,410
IT Products	29,722	25,922	17,998
Reconciling items	(731)	(183)	(49)
	<b>516,307</b>	<b>554,179</b>	<b>546,359</b>
<b>Segment results:</b>			
IT Services	98,253	96,065	83,613
IT Products	(1,007)	(1,680)	362
Reconciling items	(386)	(506)	319
	<b>96,860</b>	<b>93,879</b>	<b>84,294</b>

**Analysis of Results****Results of operations for the years ended March 31, 2018 and 2017**

Our revenue decreased by 1.41%.

The IT services segment revenue remained flat at 528,410. This was primarily due to decreased revenue in the Communications and Healthcare and Lifesciences verticals. Revenue from the Communications vertical has declined due to the loss of a client who declared bankruptcy and ramp downs in a few large projects. Revenue from the Healthcare and Lifesciences verticals has declined due to uncertainties around regulatory changes relating to the Affordable Care Act and appreciation of the Indian rupee against currencies other than U.S. dollar. The Banking, Financial Services and Insurance verticals registered growth in revenues.





**Table of Contents**

Revenue of IT products segment declined by 30.60%, which was primarily due to our focus on being a system integrator of choice where we provide IT products as a complement to our IT services offerings rather than sell standalone IT products.

The table below gives our revenue by geographic segments for year ended March 31, 2017 and 2018:

Geographic Segments	Percentage of revenues	
	Year ended March 31,	
	2017	2018
India	8%	8%
Americas <sup>(1)</sup>	52%	52%
Europe	25%	25%
Rest of the world	15%	15%

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

In absolute terms, cost of revenues decreased by 1.52% primarily because of reduction in the cost of hardware and software and travel. This was partially offset by increase in employee compensation due to the impact of salary increases, increases in onsite headcount during the year (including increases resulting from business combinations), increases in subcontracting/technical fees, and increases in facility expenses. The following tables present our cost of revenues:

Cost of revenues	Year ended		Year on Year 2018-17
	March 31,		
	2017	2018	
Employee compensation	226,595	228,936	2,341
Cost of hardware and software	27,210	18,981	(8,229)
Subcontracting/technical fees	81,495	83,432	1,937
Travel	14,163	11,365	(2,798)
Depreciation and amortization	16,875	16,705	(170)
Facility expenses	15,084	16,808	1,724
Communication	4,599	4,648	49
Others	5,523	4,700	(823)
<b>Total</b>	<b>391,544</b>	<b>385,575</b>	<b>(5,969)</b>

As a result of the foregoing factors, our gross profit as percentage of our total revenue increased by 30 basis points (bps).

Our selling and marketing expenses as a percentage of total revenue increased from 7.37% for the year ended March 31, 2017 to 7.75% for the year ended March 31, 2018. In absolute terms, selling and marketing expenses increased by 3.75% primarily on account of increases in employee compensation, and marketing and brand building charges. These increases have been offset by the decrease in amortization and impairment charges for intangible assets

recognized through business combinations in the year ended March 31, 2018 as compared to the year ended March 31, 2017. The following tables present our selling and marketing expenses:

-65-

**Table of Contents**

<b>Selling and marketing expenses</b>	<b>Year ended March 31, Year on Year</b>		
	<b>2017</b>	<b>2018</b>	<b>2018-17</b>
Employee compensation	26,051	28,070	2,019
Travel	3,132	3,054	(78)
Depreciation, amortization and impairment	5,897	4,509	(1,388)

<b>Selling and marketing expenses</b>	<b>Year ended March 31, Year on Year</b>		
	<b>2017</b>	<b>2018</b>	<b>2018-17</b>
Facility expenses	1,375	1,510	135
Communication	658	596	(62)
Marketing and brand building	2,936	3,140	204
Others	768	1,470	702
<b>Total</b>	<b>40,817</b>	<b>42,349</b>	<b>1,532</b>

Our general and administrative expenses as a percentage of revenue increased from 5.78% for the year ended March 31, 2017 to 6.25% for the year ended March 31, 2018. In absolute terms, general and administrative expenses increased by 6.62%, primarily due to impairment of deferred contract cost and receivables arising on account of insolvency of two of our customers. The following tables present our general and administrative expenses:

<b>General and administrative expenses</b>	<b>Year ended March 31, Year on Year</b>		
	<b>2017</b>	<b>2018</b>	<b>2018-17</b>
Employee compensation	15,435	15,217	(218)
Travel	2,852	2,980	128
Facility expenses	2,838	2,726	(112)
Legal and professional fees	4,122	4,082	(40)
Lifetime expected credit loss and deferred contract cost	2,427	6,565	4,138
Others	4,347	2,571	(1,776)
<b>Total</b>	<b>32,021</b>	<b>34,141</b>	<b>2,120</b>

**Other operating income:** During the year ended March 31, 2017, we concluded the sale of our EcoEnergy division for a consideration of 4,670. The net gain from the sale, amounting to 4,082, has been recorded as other operating income .

As a result of the foregoing factors, our operating income decreased by 10.21%, from 93,879 for the year ended March 31, 2017 to 84,294 for the year ended March 31, 2018. As a result of the above, our results from operating activities as a percentage of revenue (operating margin) decreased by 139 bps from 16.82% to 15.43%. Adjusted for the impact arising out of insolvency of two of our customers, the operating income for the year ended March 31, 2018 was 88,906 (16.27%), decreased by 5.30% as compared to year ended March 31, 2017.

**Finance expenses:** Our finance expenses decreased from 5,942 for the year ended March 31, 2017 to 5,830 for the year ended March 31, 2018. This decrease is primarily due to a decrease of 888 in exchange loss on foreign currency borrowings and related derivative instruments, which was partially offset by an increase in interest expense by 776 primarily on account of increase in long term borrowings during the year ended March 31, 2018.

**Finance and Other income:** Our finance and other income increased from 22,419 for the year ended March 31, 2017 to 23,999 for the year ended March 31, 2018. The increase is arising from increase in gains from investments by 1,542 during the year ended March 31, 2018 as compared to the year ended March 31, 2017, due to increase in the average investments held during the year.

**Income taxes:** Our income taxes decreased by 2,823 from 25,213 for the year ended March 31, 2017 to 22,390 for the year ended March 31, 2018. Please refer to Note 17 of the Notes to Consolidated Financial Statements for further information. Our effective tax rate decreased from 22.85% for the year ended March 31, 2017 to 21.85% for the year ended March 31, 2018, primarily on the account of the re-statement of deferred tax items pursuant to Tax Cuts and Jobs Act, which was signed into law on December 22, 2017. As a result of the operational structure of the Company, it is possible that the application of the recently enacted U.S. tax reform legislation may not have a material and adverse impact on our operating results, cash flows and financial condition. We are still evaluating the impact of this legislation on our business.

**Table of Contents**

Profit attributable to non-controlling interest has decreased from 248 for the year ended March 31, 2017 to 3 for the year ended March 31, 2018.

As a result of the foregoing factors, our profit attributable to equity holders decreased by 4,814 or 5.67%, from 84,895 for the year ended March 31, 2017 to 80,081 for the year ended March 31, 2018.

**Results of operations for the years ended March 31, 2017 and 2016**

Our revenue increased by 7.34%. This was primarily driven by an 8.44% increase in revenue from our IT Services segment that was offset partially by a 12.79% decrease in revenue from our IT Products segment. The increase in IT Services revenues was driven by growth in most of our verticals led by the HLS industry vertical as well as depreciation of the Indian rupee against the U.S. dollar. This is partially offset by negative revenue growth in the ENU industry vertical and the appreciation of the Indian rupee against currencies other than U.S. dollar. The decrease in IT Products segment revenue was primarily due to our focus on being a system integrator of choice where we provide IT products as a complement to our IT services offerings rather than sell standalone IT products.

The table below gives our revenue by geographic segments for year ended March 31, 2016 and 2017:

Geographic Segments	Percentage of revenues Year ended March 31,	
	2016	2017
India	10%	8%
Americas <sup>(1)</sup>	50%	52%
Europe	25%	25%
Rest of the world	15%	15%

<sup>(1)</sup> The Americas refer to North and South America.

In absolute terms, cost of revenues increased by 9.76% primarily on account of increases in employee compensation due to the impact of Indian rupee depreciation, salary increases, increases in headcount during the year (including increases resulting from business combinations), increases in subcontracting/technical fees, increases in depreciation and increases in facility expenses, which was partially offset by a reduction in the cost of hardware, software and travel.

Cost of revenues	Year ended March 31, Year on Year		
	2016	2017	2017-16
Employee compensation	207,747	226,595	18,848
Cost of hardware and software	30,094	27,210	(2,884)
Subcontracting/technical fees	67,048	81,495	14,447
Travel	16,571	14,163	(2,408)
Depreciation and amortization	13,228	16,875	3,647
Facility expenses	12,841	15,084	2,243
Communication	4,146	4,599	453

Edgar Filing: WIPRO LTD - Form 20-F

Others	5,049	5,523	474
<b>Total</b>	<b>356,724</b>	<b>391,544</b>	<b>34,820</b>

As a result of the foregoing factors, our gross profit as percentage of our total revenue decreased by 178 basis points (bps).

-67-

**Table of Contents**

Our selling and marketing expenses as a percentage of total revenue increased from 6.60% for the year ended March 31, 2016 to 7.37% for the year ended March 31, 2017. In absolute terms, selling and marketing expenses increased by 19.71% primarily on account of increases in employee compensation, as well as increases in amortization and impairment charges for intangible assets recognized through business combinations. Impairment charges are primarily on account of uncertainties around regulatory changes relating to the Affordable Care Act, which has led to a significant decline in related revenue and earnings estimates. Employee compensation costs have increased primarily due to the depreciation of the Indian rupee, salary increases and increases in headcount during the year (including headcount increases resulting from business combinations). These increases have been partially offset by savings in travel costs.

<b>Selling and marketing expenses</b>	<b>Year ended March 31, Year on Year</b>		
	<b>2016</b>	<b>2017</b>	<b>2017-16</b>
Employee compensation	23,663	26,051	2,388
Travel	3,921	3,132	(789)
Depreciation, amortization and impairment	1,577	5,897	4,320
Facility expenses	1,169	1,375	206
Communication	601	658	57
Marketing and brand building	2,292	2,936	644
Others	874	768	(106)
<b>Total</b>	<b>34,097</b>	<b>40,817</b>	<b>6,720</b>

Our general and administrative expenses as a percentage of revenue increased from 5.54% for the year ended March 31, 2016 to 5.78% for the year ended March 31, 2017. In absolute terms, general and administrative expenses increased by 11.86%, primarily due to an increase in employee compensation, lifetime expected credit loss and facility expenses and a civil money penalty relating to SEC investigation, partially offset by savings in travel costs.

<b>General and administrative expenses</b>	<b>Year ended March 31, Year on Year</b>		
	<b>2016</b>	<b>2017</b>	<b>2017-16</b>
Employee compensation	14,125	15,435	1,310
Travel	3,015	2,852	(163)
Facility expenses	2,470	2,838	368
Legal and professional fees	3,985	4,122	137
Lifetime expected credit loss	2,004	2,427	423
Others	3,027	4,347	1,320
<b>Total</b>	<b>28,626</b>	<b>32,021</b>	<b>3,395</b>

**Other operating income:** During the year ended March 31, 2017, we concluded the sale of our EcoEnergy division for a consideration of 4,670. The net gain from the sale, amounting to 4,082, has been recorded as other operating income .

As a result of the foregoing factors, our operating income decreased by 3.08%, from 96,860 for the year ended March 31, 2016 to 93,879 for the year ended March 31, 2017. As a result of the above, our results from operating



activities as a percentage of revenue (operating margin) decreased by 194 bps from 18.76% to 16.82%.

**Table of Contents**

**Finance expenses:** Our finance expenses increased from 5,378 for the year ended March 31, 2016 to 5,942 for the year ended March 31, 2017. This increase is primarily due to an increase in interest expense by 1,469 on account of increased borrowings during the year ended March 31, 2017 which was partially offset by decrease of 905 in exchange loss on foreign currency borrowings and related derivative instruments.

**Finance and Other income:** Our finance and other income decreased from 23,451 for the year ended March 31, 2016 to 22,419 for the year ended March 31, 2017. Interest and dividend income decreased by 2,053 while gains on sale of investments increased by 1,021 during the year ended March 31, 2017 as compared to the year ended March 31, 2016. This net decrease was due to a reduction in the yield on investments during the year.

**Income taxes:** Our income taxes decreased by 153 from 25,366 for the year ended March 31, 2016 to 25,213 for the year ended March 31, 2017. Our effective tax rate increased from 22.07% for the year ended March 31, 2016 to 22.85% for the year ended March 31, 2017.

Profit attributable to non-controlling interest has decreased from 492 for the year ended March 31, 2016 to 248 for the year ended March 31, 2017.

As a result of the foregoing factors, our profit attributable to equity holders decreased by 4,180 or 4.69%, from 89,075 for the year ended March 31, 2016 to 84,895 for the year ended March 31, 2017.

**Segment Analysis**

The Company is organized into two operating segments: IT Services and IT Products.

**IT Services:** The IT Services segment primarily consists of IT Service offerings to customers organized by industry verticals. During the year ended March 31, 2018, our industry verticals were as follows: Banking, Financial Services and Insurance ( BFSI ), Healthcare and Lifesciences ( HLS ), Consumer Business Unit ( CBU ), Energy, Natural Resources & Utilities ( ENU ), Manufacturing and Technology ( MNT ) and Communications ( COMM ). IT Services segment also includes Others , which comprises of dividend income relating to strategic investments, which are presented within Finance and Other Income in the Statement of Income. Key service offerings to customers includes software application development and maintenance, research and development services for hardware and software design, business application services, analytics, consulting, infrastructure outsourcing services and business process services.

Effective April 1, 2018, the Manufacturing and Technology industry vertical was realigned into two separate industry verticals: the Manufacturing industry vertical ( MFG ) and the Technology industry vertical ( TECH ). The Healthcare and Lifesciences industry vertical was renamed the Health Business Unit ( Health BU ). Please see the section entitled, Information on the Company IT Services Offerings IT Services Industry Verticals for additional details regarding the changes to the industry verticals reported. For the year ended March 31, 2018, we have provided segment revenue for our IT Services industry verticals using the segments in place for that year.

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



**Table of Contents***IT Services*

Our IT Services businesses provide a range of IT and IT enabled services which include digital strategy advisory, customer centric design, technology consulting, IT consulting, custom application design, development, re-engineering and maintenance, systems integration, package implementation, global infrastructure services, business process services, cloud, mobility and analytics services, research and development and hardware and software design. Information by industry verticals for the IT Services segment for the years ended March 31, 2016, 2017 and 2018 are as follows:

	<b>Year ended March 31,</b>		
	<b>2016</b>	<b>2017</b>	<b>2018</b>
<b>Revenue:</b>			
IT Services industry verticals			
BFSI	128,147	135,967	148,062
HLS	58,358	82,242	74,177
CBU	79,514	83,417	83,762
ENU	70,866	68,883	68,427
MNT	113,422	119,175	120,272
COMM	37,009	38,756	33,710
	<b>487,316</b>	<b>528,440</b>	<b>528,410</b>
<b>Segment Result:</b>			
IT Services industry verticals			
BFSI	27,902	24,939	24,626
HLS	12,009	9,479	9,620
CBU	13,590	14,493	13,060
ENU	13,475	14,421	8,060
MNT	24,223	23,453	21,742
COMM	5,990	6,149	3,158
Unallocated	1,064	(951)	3,347
Others			
Other operating income		4,082	
	<b>98,253</b>	<b>96,065</b>	<b>83,613</b>

Please see Note 30 of the Notes to the Consolidated Financial Statements for additional details regarding our operating segments.

Our IT Services segment accounted for 94%, 95% and 97% of our total revenue for the years ended March 31, 2016, 2017 and 2018, respectively, and 101%, 102% and 99% of our operating income for the years ended March 31, 2016, 2017 and 2018, respectively.

**Table of Contents**

	Year ended March 31,			Year on Year change	
	2016	2017	2018	2017-16	2018-17
Revenue <sup>(1)</sup>	487,316	528,440	528,410	8.44%	(0.01)%
Cost of Revenue	(329,029)	(366,386)	(368,852)	11.35%	0.67%
Gross profit	158,287	162,054	159,558	2.38%	(1.54)%
Selling and marketing expenses	(32,874)	(40,345)	(42,253)	22.73%	4.73%
General and administrative expenses	(27,160)	(29,726)	(33,692)	9.45%	13.34%
Other Operating Income		4,082			
Segment results <sup>(2)</sup>	98,253	96,065	83,613	(2.23)%	(12.96)%

	Year ended March 31,			Year on Year change	
	2016	2017	2018	2017-16	2018-17
As a percentage of revenue:					
Selling and marketing expenses	6.75%	7.63%	8.00%	(89)bps	(37)bps
General and administrative expenses	5.57%	5.63%	6.38%	(6)bps	(75)bps
Gross margin <sup>(3)</sup>	32.48%	30.43%	30.20%	(205)bps	(23)bps
Segment results <sup>(3)</sup>	20.16%	18.04%	15.82%	(212)bps	(222)bps

- (1) For the purpose of segment reporting, we have included the impact of exchange rate fluctuations amounting to 3,794, 3,736 and 1,498 for the years ended March 31, 2016, 2017 and 2018, respectively, in revenue. Further, finance income on deferred consideration earned under multi-year payment terms in certain total outsourcing contracts is included in the revenue of the respective segment and is eliminated under reconciling items.
- (2) Includes Other Operating Income, which is being included to present the effect from the sale of the EcoEnergy division in the year ended March 31, 2017.
- (3) Gross margin and segment results as a percentage of revenue has been calculated by including Other Operating Income with Segment Revenue in the year ended March 31, 2017.

Please see Note 30 of the Notes to the Consolidated Financial Statements for additional details.

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

Industry Verticals	Year ended March 31,			
	Percentage of revenues	Percentage of Segment results	Percentage of revenues	Percentage of Segment results
BFSI	25.7%	26.0%	28.0%	29.5%
HLS	15.6%	9.9%	14.0%	11.5%
CBU	15.8%	15.1%	15.9%	15.6%
ENU	13.1%	15.0%	12.9%	9.6%
MNT	22.5%	24.4%	22.8%	26.0%
COMM	7.3%	6.4%	6.4%	3.8%
Others				
Unallocated	NA	(1.0%)	NA	4.0%
Other operating income	NA	4.2%	NA	

**Results of operations for the years ended March 31, 2018 and 2017**

The IT services segment revenue remained flat at 528,410. This was primarily due to decreased revenue in the Communications and Healthcare and Lifesciences verticals. Revenue from the Communications vertical has declined due to the loss of a client who declared bankruptcy and ramp downs in a few large projects. Revenue from the Healthcare and Lifesciences verticals has declined due to uncertainties around regulatory changes relating to the Affordable Care Act and appreciation of the Indian rupee against currencies other than U.S. dollar, which offset growth in the Banking, Financial Services and Insurance vertical. On a gross basis, we added 223 new customers during the year ended March 31, 2018, including customers added because of acquisitions.

**Table of Contents**

Our gross profit as a percentage of our revenue from our IT Services segment decreased by 24 bps primarily because of increase in employee compensation due to the impact of salary increases, increases in onsite headcount during the year (including increases resulting from business combinations), increases in subcontracting/technical fees, and increases in facility expenses, partially offset by reduction in the cost of hardware, software and travel.

Selling and marketing expenses as a percentage of revenue from our IT Services segment increased from 7.63% for the year ended March 31, 2017 to 8.00% for the year ended March 31, 2018. In absolute terms, selling and marketing expenses increased by 1,908 primarily because of increases in employee compensation, and advertising and brand building charges. These increases have been offset by the decrease in amortization and impairment charges for intangible assets recognized through business combinations in the year ended March 31, 2018 as compared to the year ended March 31, 2017.

General and administrative expenses as a percentage of revenue from our IT Services segment increased from 5.63% for the year ended March 31, 2017 to 6.38% for the year ended March 31, 2018. In absolute terms, general and administrative expenses increased by 3,966, primarily due to impairment of receivables and deferred contract cost arising on account of insolvency of two of our customers.

During the year ended March 31, 2017, we had also concluded the sale of the EcoEnergy division for a consideration of 4,670. Net gain from the sale, amounting to 4,082, has been recorded as other operating income in year ended March 31, 2017.

As a result of the above, segment results as a percentage of our revenue from our IT Services segment decreased by 222 bps, from 18.04% to 15.82%. Further, in absolute terms, the segment results of our IT Services segment decreased by 12.96%. Adjusted for the impact arising out of insolvency of two of our customers, the segment result from our IT Services segment for the year ended March 31, 2018 was 88,225 16.70%, decreased by 8.16% as compared to year ended March 31, 2017.

**Results of operations for the years ended March 31, 2017 and 2016**

Our revenue from our IT Services segment increased by 8.44%. The increase in IT Services revenues was driven by growth in most of our verticals led by HLS industry vertical and offset partially by negative revenue growth in the ENU industry vertical. On a gross basis, we added 256 new customers during the year ended March 31, 2017, including customers added as a result of acquisitions. We saw growth in all geographic segments other than India.

Our gross profit as a percentage of our revenue from our IT Services segment decreased by 205 bps primarily on account of increases in employee compensation due to the impact of Indian rupee depreciation, annual salary increments, increases in headcount during the year (including additions resulting from business combinations), increases in subcontracting/technical fees and increases in facility expenses, which was partially offset by savings in travel costs.

Selling and marketing expenses as a percentage of revenue from our IT Services segment increased from 6.75% for the year ended March 31, 2016 to 7.63% for the year ended March 31, 2017. In absolute terms, selling and marketing expenses increased by 7,471. This increase is primarily attributable to increases in employee compensation, increases in amortization of intangibles acquired through business combinations and impairment charge on certain intangible assets, which were partially offset by savings in travel costs. Increase in employee compensation cost is due to impact of Indian rupee depreciation, salary increases, stock compensation awarded, increases in headcount during the year (including additions resulting from business combinations). Impairment charge is primarily on account of uncertainties around regulatory changes relating to the Affordable Care Act, which has led to a significant decline in

related revenue and earnings estimates. This impairment charge has impacted the segment result of the HLS industry vertical.



**Table of Contents**

General and administrative expenses as a percentage of revenue from our IT Services segment increased slightly from 5.57% for the year ended March 31, 2016 to 5.63% for the year ended March 31, 2017. In absolute terms, general and administrative expenses increased by 2,566. This increase is primarily attributable to increases in employee compensation, Lifetime expected credit loss and increases in facility expenses, offset partially by savings in travel costs.

During the year ended March 31, 2017, we also concluded the sale of the EcoEnergy division for a consideration of 4,670. Net gain from the sale, amounting to 4,082, has been recorded as other operating income.

As a result of the above, segment results as a percentage of our revenue from our IT Services segment decreased by 212 bps, from 20.16% to 18.04%. Further, in absolute terms, the segment results of our IT Services segment decreased by 2.23%.

*IT Products*

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

Our IT Products segment accounted for 6%, 5% and 3% of our revenue for the years ended March 31, 2016, 2017 and 2018, respectively, and (1.0)%, (1.8%) and 0.4% of our operating income for each of the years ended March 31, 2016, 2017 and 2018, respectively.

	Year ended March 31,			Year on Year change	
	2016	2017	2018	2017-16	2018-17
Revenue <sup>(1)</sup>	29,722	25,922	17,998	(12.79)%	(30.60)%
Cost of Revenue	(27,606)	(24,965)	(16,515)	(9.57)%	(33.85)%
Gross profit	2,116	957	1,483	(54.77)%	54.98%
Selling and marketing expenses	(1,274)	(621)	(248)	(51.26)%	(60.04)%
General and administrative expenses	(1,849)	(2,016)	(873)	9.03%	(56.70)%
Segment results	(1,007)	(1,680)	362	(66.83)%	121.55%
As a Percentage of Revenue:					
Selling and marketing expenses	4.29%	2.40%	1.38%	189bps	102 bps
General and administrative expenses	6.22%	7.78%	4.85%	(156)bps	293 bps
Gross margin	7.12%	3.69%	8.24%	(343)bps	455 bps
Segment results	(3.39)%	(6.48)%	2.01%	(309)bps	849 bps

---

**Table of Contents**

(1) For the purpose of segment reporting, we have included the impact of exchange rate fluctuations amounting to 80, 81 and (12) for the years ended March 31, 2016, 2017 and 2018, respectively, in revenue. Further, finance income on deferred consideration earned under multi-year payment terms in certain total outsourcing contracts is included in the revenue of the respective segment and is eliminated under reconciling items. Please see Note 30 of the Notes to the Consolidated Financial Statements for additional details.

**Results of operations for the years ended March 31, 2018 and 2017**

Our revenue from the IT Products segment decreased by 30.6%. The decline was primarily due to our focus on being a system integrator of choice where we provide IT products as a complement to our IT services offerings rather than sell standalone IT products.

Our gross profit as a percentage of our IT Products segment revenue increased by 455 bps primarily on account of selling high margin products and reduction in loss provisions.

Selling and marketing expenses as a percentage of revenue from our IT Products segment decreased from 2.40% for the year ended March 31, 2017 to 1.38% for the year ended March 31, 2018 due to an optimization of head count. In absolute terms, selling and marketing expenses decreased by 373.

General and administrative expenses as a percentage of revenue from our IT Products segment decreased from 7.78% for the year ended March 31, 2017 to 4.85% for the year ended March 31, 2018. In absolute terms, general and administrative expenses decreased by 1,143 primarily on account of decreases in employee compensation and Lifetime expected credit loss in our India business.

As a result of the above, in absolute terms, segment results of our IT Products segment recorded a profit of 362 for the year ended March 31, 2018 as compared to a loss of 1,680 for the year ended March 31, 2017.

**Results of operations for the years ended March 31, 2017 and 2016**

Our revenue from the IT Products segment decreased by 12.79%. The decline was primarily due to our focus on being a system integrator of choice where we provide IT products as a complement to our IT services offerings rather than sell standalone IT products.

Our gross profit as a percentage of our IT Products segment revenue decreased by 343 bps primarily on account of product pricing pressure, cost escalations in certain projects and the depreciation of the Indian rupee resulting in higher product costs.

Selling and marketing expenses as a percentage of revenue from our IT Products segment decreased from 4.29% for the year ended March 31, 2016 to 2.40% for the year ended March 31, 2017 due to an optimization of head count. In absolute terms, selling and marketing expenses decreased by 653.

General and administrative expenses as a percentage of revenue from our IT Products segment increased from 6.22% for the year ended March 31, 2016 to 7.78% for the year ended March 31, 2017. In absolute terms, general and administrative expenses increased by 167 primarily on account of increases in the lifetime expected credit loss in our India business.



## **Table of Contents**

As a result of the above, in absolute terms, segment results of our IT Products segment recorded a loss of ₹ 1,680 for the year ended March 31, 2017 as compared to a loss of ₹ 1,007 for the year ended March 31, 2016.

### **Acquisitions**

Refer to Item 4 and Note 6 of the Notes to the Consolidated Financial Statements for a description of the acquisitions during the reported period.

### **Divestures**

Refer to Item 4 and Note 32 of the Notes to the Consolidated Financial Statements for a description of the divestures during the reported period.

### **Foreign exchange gains/(losses), net**

Our net foreign exchange gains/(losses) for the years ended March 31, 2016, 2017 and 2018 were ₹ 3,867, ₹ 3,777 and ₹ 1,488, respectively.

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

exchange differences arising from the translation or settlement of transactions in foreign currency, except for exchange differences on debt denominated in foreign currency (which are reported within finance expense, net); and

the changes in fair value for derivatives not designated as hedging derivatives and ineffective portions of the hedging instruments. For forward foreign exchange contracts which are designated and effective as cash flow hedges, the marked to market gains and losses are deferred and reported as a component of other comprehensive income in stockholder's equity and subsequently recorded in the income statement when the hedged transactions occur, along with the hedged items.

Although our functional currency is the Indian Rupee, we transact a significant portion of our business in foreign currencies, including the U.S. Dollar, the United Kingdom Pound Sterling, the Euro, the Canadian Dollar and the Australian Dollar. The exchange rate between the Indian rupee and these currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of our operations are affected as the Indian rupee fluctuates against these currencies. Our exchange rate risk primarily arises from our foreign currency revenues, cash balances, payables and debt. We enter into derivative instruments to primarily hedge our forecasted cash flows denominated in certain foreign currencies, foreign currency debt and net investment in overseas operations. Please refer to Notes 12 and 15 of the Notes to the Consolidated Financial Statements for additional details on our foreign currency exposures.

### **Income taxes**

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



**Table of Contents**

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

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

Due to these tax incentives, a substantial portion of our pre-tax income has not been subject to a significant tax in India in recent years. When our tax holiday and income tax deduction/exemptions expire or terminate, our costs will increase. The expiration period of the tax holiday for each unit within a SEZ is determined based on the number of years since commencement of production by that unit for a maximum of fifteen years. The tax holiday period currently available to the Company expires in various years through fiscal year 2030-31. The expiration period of tax holiday for each unit within a SEZ is determined based on the number of years that have lapsed following year of commencement of production by that unit. The impact of tax holidays has resulted in a decrease of current tax expense of 12,754, 11,958 and 11,635 for the years ended March 31, 2016, 2017 and 2018, respectively, compared to the effective tax amounts that we estimate we would have been required to pay if these incentives had not been available. The per share effect of these tax incentives for the years ended March 31, 2016, 2017 and 2018 was 2.60, 2.46 and 2.45, respectively.

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

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

The Company received the draft assessment order for the year ended March 31, 2012 in March 2016 with a proposed demand of 4,241 (including interest of 1,376). Based on the DRP's direction, allowing majority of the issues in favor of the Company, the assessing officer has passed the final order with Nil demand. However, on similar issue for earlier years, the Income Tax authorities have appealed before the Tribunal.

**Table of Contents**

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

For year ended March 31, 2014 the Company received the draft assessment order in January 2018 with a proposed demand of ₹ 8,701 (including interest of ₹ 2,700), arising primarily on account of section 10AA issues with respect to exclusion from Export Turnover. The Company has filed the appeal before DRP.

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

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

For the year ended March 2018, the Company took a positive impact of ₹ 1,563 million on account of re-statement of deferred tax items pursuant to Tax Cuts and Jobs Act.

Pursuant to the changes in the Indian income tax laws, Minimum Alternate Tax ( MAT ) has been extended to income in respect of which a deduction is claimed under Sections 10A and 10B. Consequently, we have calculated our domestic tax liability after considering MAT and accordingly, a deferred tax asset of ₹ 1,520 and ₹ 74 has been recognized in the statement of financial position for the years ended March 31, 2017 and 2018. The excess tax paid under MAT provisions over and above normal tax liability can be carried forward for a period of fifteen years and set-off against future tax liabilities computed under normal tax provisions.

**Liquidity and Capital Resources**

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

	Year ended March 31,			Year-on-Year change	
	2016	2017	2018	2017-16	2018-17
Net cash provided by/(used in) operations:					
Operating activities	78,873	92,773	84,233	13,900	(8,540)
Investing activities	(138,156)	(116,283)	35,578	21,873	151,861

Edgar Filing: WIPRO LTD - Form 20-F

Financing activities	(1,587)	(22,752)	(129,978)	(21,165)	(107,226)
Net change in cash and cash equivalents	(60,870)	(46,262)	(10,167)	14,608	36,095
Effect of exchange rate changes on cash and cash equivalent	549	(1,412)	375	(1,961)	1,787

As of March 31, 2018, we had cash and cash equivalent and short-term investments of 294,019. Cash and cash equivalent and short-term investments, net of debt, was 155,760.

In addition, we have unutilized credit lines of 53,483. To utilize these lines of credit, we require the consent of the lender and compliance with certain financial covenants. We have historically financed our working capital and capital expenditures through our operating cash flows and through bank debt, as required.

Cash generated by operating activities for the year ended March 31, 2018 decreased by 8,540 while profit for the year decreased by 5,059 during the same period. The decrease in cash generated by operating activities is primarily due to increased working capital requirements.



**Table of Contents**

Cash generated by operating activities for the year ended March 31, 2017 increased by 13,900, while profit for the year decreased by 4,424 during the same period. The increase in cash generated by operating activities is primarily due to improved working capital management.

Cash generated from investing activities for the year ended March 31, 2018 was 35,578. The cash generated from sale of investments (net of purchases) amounted to 47,973. Cash utilized for the payment for business acquisitions amounted to 6,652. We purchased property, plant and equipment amounted to 21,870 which was primarily driven by the growth strategy of the Company.

Cash used in investing activities for the year ended March 31, 2017 was 116,283. The cash invested (net of sales) in investments amounted to 83,684. Cash utilized for the payment for business acquisitions amounted to 33,608. We purchased property, plant and equipment amounted to 20,853 which was primarily driven by the growth strategy of the Company. We had a net cash inflow of 3,501 from sale of EcoEnergy division.

Cash used in financing activities for the year ended March 31, 2018 was 129,978 as against 22,752 for the year ended March 31, 2017. This is primarily due to a decrease in net proceeds of loans and borrowings amounting to 24,102. Payment toward the dividend including dividend distribution tax and buy back of shares for the year ended March 31, 2018 amounted to 115,732. Dividends paid in the year ended March 31, 2018 represents interim (and final) dividend declared for the year ended March 31, 2018 amounting to 1 per share.

Cash used in financing activities for the year ended March 31, 2017 was 22,752 as against 1,587 for the year ended March 31, 2016. This is primarily due to a decrease in net proceeds of loans and borrowings amounting to 22,132. Payment toward the dividend including dividend distribution tax and buy back of shares for the year ended March 31, 2017 amounted to 33,734. Dividends paid in the year ended March 31, 2017 represents final dividend declared for the year ended March 31, 2016 amounting to 1 per share and interim dividend for the year March 31, 2017 amounting to 2 per share

We maintain a debt/borrowing level that we have established through consideration of a number of factors including cash flow expectations, cash required for operations and investment plans. We continually monitor our funding requirements, and strategies are executed to maintain sufficient flexibility to access global funding sources, as needed. Please refer to Note 12 of our Notes to the Consolidated Financial Statements for additional details on our borrowings.

---

## **Table of Contents**

As discussed above, cash generated from operations is our primary source of liquidity. We believe that our cash and cash equivalents along with cash generated from operations will be sufficient to meet our working capital requirements as well as repayment obligations with respect to debt and borrowings. Our choices of sources of funding will be driven with the objective of maintaining an optimal capital structure.

As of March 31, 2018, we had contractual commitments of 13,091 (US\$ 201 million) related to capital expenditures on construction or expansion of software development facilities, 21,010 (US\$ 323 million) related to non-cancelable operating lease obligations and 28,201 (US\$ 433 million) related to other purchase obligations. Plans to construct or expand our software development facilities are determined by our business requirements.

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

In the normal course of business, we transfer certain accounts receivables and net investment in finance lease (financial assets) to banks on a non-recourse basis. The incremental impact of such transactions on our cash flow and liquidity for the years ended March 31, 2016, 2017 and 2018 is not material. Please refer Note 15 of our Notes to Consolidated Financial Statements.

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

As of March 31, 2016, 2017 and 2018, our cash and cash equivalents were primarily held in Indian Rupees, U.S. Dollars, United Kingdom Pound Sterling, Euros, and Australian Dollars. Please refer to Financial risk management under Note 15 of our Notes to the Consolidated Financial Statements for more details on our treasury activities.

### **Off-Balance Sheet Arrangements**

The Company enters into operating leases for office space, hardware and certain other equipment. These arrangements are sometimes referred to as a form of off-balance sheet financing and are set forth below under Contractual Obligations.

### **Contractual Obligations**

The table of future payments due under known contractual commitments as of March 31, 2018, aggregated by type of contractual obligation, is given below:

**Table of Contents**

Particulars	Total contractual payment	Payments due in			
		2018-19	2019-21	2021-23	2023-24 onwards
Short-term borrowings <sup>(1)</sup>	79,598	79,598			
Long-term debt <sup>(1)</sup>	54,688	11,142	43,268	277	1
Obligations under capital leases <sup>(1)</sup>	5,442	3,717	1,632	93	
Estimated interest payment <sup>(2)</sup>	4,400	2,478	1,920	2	
Capital commitments <sup>(3)</sup>	13,091	10,525	2,566		
Non-cancelable operating lease obligation <sup>(4)</sup>	21,010	6,186	8,678	3,792	2,354
Purchase obligations <sup>(5)</sup>	28,201	24,987	2,841	373	
Other non-current liabilities <sup>(6)</sup>	512		249	150	113

- (1) For further information on currency and interest rate structures, refer to Note 12 of the Notes to Consolidated Financial Statements.
- (2) Interest payments for long-term fixed rate debts and capital leases have been calculated based on applicable rates and payment dates. Interest payments on floating rate debt have been calculated based on the payment dates and implied forward interest rates as of March 31, 2018 for each relevant debt instrument.
- (3) Represents contractual commitments related to capital expenditures on construction or expansion of software development facilities.
- (4) For further information, refer to Note 29 of the Notes to Consolidated Financial Statements.
- (5) Our purchase obligations include all commitments to purchase goods or services of either a fixed or minimum quantity that meet any of the following criteria: (1) they are non-cancelable, or (2) we would incur a penalty if the agreement was terminated.
- (6) Other non-current liabilities and non-current tax liabilities in the statement of financial position include 3,714 in respect of employee benefit obligations and certain other liabilities and 9,220 towards uncertain tax positions, respectively. For these amounts the timing of repayment/settlement cannot be reliably estimated or determined at present and accordingly have not been disclosed in the table above.

**Research and Development**

Wipro's research and development initiatives continue to focus on strengthening and extending our portfolio of IT services across multiple new and emerging technology areas as well as in the intersection of these technologies. We are investing extensively in developing solutions and services in a host of advanced technology areas (e.g., ADAS/autonomous vehicles, commercial wearables, machine vision, human machine interfaces, smart assistants, natural language processing and understanding, augmented & virtual reality, blockchain tech, among others). We continue to invest in working on new ways of software development and deployment for edge-based IOT and always-on architectures.

We actively co-innovate with customers on projects related to emerging technologies, specifically in the Digital space, thereby enabling new customer experiences. We are also investing in building our patent portfolio. Our Open Innovation programs leverage the innovation ecosystem by working closely with our partner/startups ecosystem, academia and expert networks to jointly provide latest innovations to our customers.

We are also investing in TopGear, our social learning and crowdsourcing platform. TopGear is a powerful learning platform, focusing on workforce transformation in Digital and in-demand skills. It consists of over 1,000 learning assignments and case studies covering over 170 skills in addition to live projects. It provides hands-on experience to

employees on emerging digital skills that enables them to become customer deployable on those skills. Employees can self-select projects that interest them and prepare themselves for future projects. TopGear also enables workforce transformation through structured learning paths aligned to business specific needs.

---

**Table of Contents**

We have invested in advanced technologies to strengthen existing capabilities and enhance our platforms for rich customer experience. For example, we developed the Wipro IMAGINE solution which has near-human ability of having intuitive multi-modal interactions, thereby providing personalized experiences accurately and efficiently across different senses: voice, vision, haptics, smell and taste. It has the potential to transform customer experience through nascent channels of interaction such as augmented reality, virtual reality and mixed reality experiences provided on head-mounted devices. There has been successful implementation in use cases such as customer service, field support, training and certification, digital workspace and solutions for differently-abled individuals. These investments have resulted in many solution enhancements and new capabilities, which are unique and differentiated in the market.

For over a decade, Wipro has been investing in building IP capabilities across the entire spectrum of AI and Automation spanning Robotics Process Automation ( RPA ) to Cognitive Systems and deep learning, leveraging our technology, domain expertise and experience in outcome-based services. Our investments in Wipro HOLMES™ and its ecosystem have resulted in a wide portfolio of Automation use cases across industry verticals and technology processes.

Our open innovation programs continues to identify innovative startups that usefully differentiate our solutions by integrating with them. We continue to be part of various industry and startup forums including the NASSCOM Industry Partner Program, which connect promising startups with us. We also have an active program that facilitates our partnership with accelerators and other investors and influencers in the startup ecosystem. We are working with a variety of open innovation intermediaries to leverage expert networks across the world to complement our specialists on niche projects and solve complex customer problems involving AI and Cognitive Systems, among others.

We began a two-year joint research collaboration with Tel Aviv University last year where Wipro and TAU will collaborate on core and applied research in image and text analytics using deep learning and sparse representation models and techniques. In addition, we have also entered into research collaborations with the Indian Institute of Science on technologies for autonomous vehicles. We continue to actively scout for academia research programs from institutions across the world, where we can establish mutually beneficial research collaborations.

Our innovation incubation center, the Technovation Center, continues to drive technology-led innovation to visualize the art of the possible in emerging business environments for our customers globally. The Technovation Centre brings together an innovation ecosystem, a set of best practices, IP and research and development resources to help our clients develop successful initiatives. We recently launched our state-of-the-art experience center, the Silicon Valley Innovation Center in Mountain View, California, which caters to the requirements of the ecosystems in the Americas.

We are actively building solutions in collaborative robotics, drones and autonomous vehicles. Our objective is to build cognition and decision systems in order to develop smart machines with the highest level of autonomy. We have built a related software platform which will help customers develop applications using platform APIs. The solutions built on the platform will help solve a number of complex problems across industries especially associated with human safety and response time. For example, we have developed use cases such as retail shopper robots and autonomous vehicle as well as our Computer Vision Platform, which provides actionable insights to improve compliance, quality and productivity using image and video analytics. We are also collaborating with agricultural universities, startups and research institutions to develop early detection of pest infestation in crops with the use of these APIs. Our technology has also been used and deployed in areas such as hazardous material sorting, inventory and inspection in retail spaces as well as 360-degree viewing capabilities for commercial and industrial vehicles.

Our research and development expenses for the years ended March 31, 2016, 2017 and 2018 were 2,561, 3,338 and 3,041, respectively.

**Significant accounting policies, estimates and judgments**

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

**Table of Contents****Item 6. Directors, Senior Management and Employees  
Directors and Senior Management**

Our directors and executive officers, along with their ages and positions as of March 31, 2018 are detailed below:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Azim H. Premji	72	Chairman of the Board and Managing Director (designated as Executive Chairman )
Dr. Ashok S. Ganguly	82	Director
Narayanan Vaghul	81	Director
William Arthur Owens	77	Director
M. K. Sharma	70	Director
Ireena Vittal	49	Director
Dr Patrick J. Ennis	54	Director
Patrick Dupuis	55	Director
Abidali Z. Neemuchwala	50	Chief Executive Officer and Executive Director
Rishad Azim Premji	41	Executive Director and Chief Strategy Officer
Jatin Pravinchandra Dalal	43	Chief Financial Officer

As of March 31, 2018, we had seven non-executive directors and three executive directors, of whom one executive director is Chairman of our Board. All of the seven non-executive directors are independent directors or independent of management and free from any business or other relationship that could materially influence their judgement. All the independent directors satisfy the criteria of independence as defined under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( Listing Regulations ) and Companies Act, 2013 in India and the New York Stock Exchange Corporate Governance standards.

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

**Azim H. Premji** is the Chairman of the Board and Managing Director (designated as Executive Chairman ) of Wipro Limited and has been at its helm since the late 1960s, turning what was then a small cooking fat company into a \$8 billion revenue group with businesses in IT, Consulting and Business Process Services with a presence in over 60 countries. Mr. Premji also serves as a member on our Strategy Committee. Mr. Premji also serves as Non-Executive Chairman of Wipro Enterprises (P) Limited and as a director of Wipro GE Healthcare Private Limited and in other entities of the promoter group. Mr. Premji has established the Azim Premji Foundation, which is focused on improving public school education, working directly in six states of India which have over 350,000 schools. The Foundation also runs the not-for-profit Azim Premji University, focused on programs in education and related fields of human development. He has also set up the Azim Premji Philanthropic Initiatives, through which impactful non-profits working in a few chosen fields, including nutrition, support to vulnerable groups and governance, are given multi-year grants. Over the years, Mr. Premji has received numerous honors and accolades, which he considers as recognitions for Team Wipro. Mr. Premji is the first Indian recipient of the Faraday Medal. The Republic of France bestowed upon him the Legion of Honor and in January 2011, he was conferred with Padma Vibhushan, the second highest civilian award in India. The Carnegie Medal of Philanthropy was bestowed on him in 2017. Mr. Premji has been listed as one of the most influential people in the world by several global publications including Time, Financial Times, Forbes and Fortune. BusinessWeek listed him amongst the top 30 entrepreneurs in world history. Mr. Premji has a graduate degree in Electrical Engineering from Stanford University. Mr. Premji is the father of Mr. Rishad A. Premji, the Executive Director and Chief Strategy Officer of the Company.





**Table of Contents**

**Dr. Ashok S. Ganguly** has served as a director on our Board since January 1999. He is the Chairman of our Board Governance, Nomination and Compensation Committee. He is currently the Chairman of ABP Private Limited (Ananda Bazar Patrika Group). Dr. Ganguly was a former director of Dr. Reddy's Laboratories Ltd. from 2009 to 2017. He was also a former member of Rajya Sabha, the upper house of Parliament of India (2009-2015). He was a former member of the Board of British Airways Plc from 1996 to 2005 and Unilever Plc/NV from 1990 to 1997. Dr. Ganguly was formerly the Chairman of Hindustan Lever Limited (now Hindustan Unilever Limited) from 1980 to 1990. Dr. Ganguly was on the Central Board of Directors of the Reserve Bank of India from 2000 to 2009. In 2006, Dr. Ganguly was awarded the CBE (Hon) by the United Kingdom. In 2008, Dr. Ganguly received the Economic Times Lifetime Achievement Award. Dr. Ganguly received the Padma Bhushan award by the Government of India in January 1987 and the Padma Vibhushan award in January 2009. Dr. Ganguly holds B.Sc (Hons) from University of Bombay and an MS and PhD from the University of Illinois.

**Narayanan Vaghul** has served as a director on our Board since June 1997. He is the Chairman of our Audit, Risk and Compliance Committee, and a member of the Board Governance, Nomination and Compensation Committee. Mr. Vaghul is also the lead independent director of the Company. He was the Chairman of the Board of ICICI from September 1985 to April 2009. Mr. Vaghul is on the boards of the following public companies in India: 1) Mahindra World City Developers Limited, 2) Piramal Enterprises Limited, 3) Apollo Hospitals Enterprise Limited and 4) Piramal Finance Limited. Mr. Vaghul was a board member of Arcelor Mittal, Luxembourg from July 1997 to May 2017. He is also on the boards of Universal Trustees Private Limited and IKP Trusteeship Services Private Limited. Mr. Vaghul is the Chairman of the Compensation Committee of Piramal Enterprises Limited and Piramal Finance Limited. Mr. Vaghul is also the Chairman of the Audit Committee of Piramal Enterprises Limited and Piramal Finance Limited. Mr. Vaghul is a member of the Remuneration Committee of Mahindra World City Developers Limited and Apollo Hospitals Enterprise Limited. Mr. Vaghul holds a Bachelor (Honors) degree in Commerce from Madras University. Mr. Vaghul was the recipient of the Padma Bhushan award by the Government of India in 2010. Mr. Vaghul also received the Lifetime Achievement Awards from Economic Times, Ernst & Young Entrepreneur of the Year Award Program and Mumbai Management Association. He was given an award for the contribution to the Corporate Governance by the Institute of Company Secretaries of India in 2007.

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

Military Affairs (RMA), an advanced systems technology approach to military operations. Mr. Owens is also a member of several philanthropic and private company boards. Mr. Owens was a member of the Board of Directors of Daimler Chrysler AG from November 2003 to April 2009, Embarq Corporation from May 2006 to July 2009 and Nortel Networks Corporation from February 2002 to November 2005.

**Table of Contents**

Mr. Owens is a director of the following private companies: Humm Kombucha, Tethr and Versium. Owens is on the advisory board of the following private companies: Healthmine, Platform Science, Sarcos, Sierra Nevada Corporation and Vodi. Owens is on the board of trustees at East West Institute, Seattle University, and an advisor to the Fiscal Responsibility Amendment Association (CFRAA) which aims to establish a balanced budget amendment to the U.S. Constitution. He is also a member of the Council of Foreign Relations. Mr. Owens holds an M.B.A. (Honors) degree from George Washington University, a B.S. in Mathematics from the U.S. Naval Academy and a B.A. and M.A. in Politics, Philosophy and Economics from Oxford University.

**M. K. Sharma** became a director of the Company in July 2011. Mr. Sharma is the Chairman of our Administrative and Shareholders/Investors Grievance Committee. Mr. Sharma is also a member of our Audit, Risk and Compliance Committee. Mr. Sharma served as Vice Chairman of Hindustan Lever Limited (now Hindustan Unilever Limited) from 2000 to 2007. Mr. Sharma served as a full-time director of Hindustan Unilever Limited from 1995 to 2000. Mr. Sharma is also on the board of Atria Convergence Technologies Limited and the Indian School of Business, Hyderabad and serves as a Governor of Anglo Scottish Education Society Limited, Mumbai. Mr. Sharma is Vice Chairman and member of the National Management Committee and a Trustee of Indian Cancer Society. Mr. Sharma is the non-executive Chairman of ICICI Bank Limited and United Spirits Limited. Mr. Sharma is the Chairman of the Audit Committee of Asian Paints Limited and Atria Convergence Technologies Limited and a member of the Audit Committee of United Spirits Ltd. Mr. Sharma is also a member of the Nomination and Remuneration Committee of Asian Paints Limited and ICICI Bank Limited. Mr. Sharma is the Chairman of the Risk Management Committee of Asian Paints Ltd. and the Chairman of the Risk Committee of ICICI Bank Limited. Mr. Sharma is also on the boards of BIC-Cello Exports Private Limited, BIC-Cello India Private Limited, East India Investment Co. Pvt. Limited and Gwalior Webbing Co. Pvt. Limited. Mr. Sharma holds a Bachelor's Degree in Arts and Bachelors of Law Degree from Canning College University of Lucknow. He completed a post-graduate diploma in Personnel Management from the Department of Business Management, University of Delhi and Diploma in Labour Laws from Indian Law Institute, Delhi. In 1999, he was nominated to attend the Advance Management Program at Harvard Business School.

**Ireena Vittal** became a director of the Company in October 2013 and she also serves as a member of our Audit, Risk and Compliance Committee, Strategy Committee and Administrative and Shareholders/Investors Grievance Committee. Ms. Vittal is a former partner with McKinsey & Co. Prior to joining McKinsey & Co, Ms. Vittal worked with Nestle India Limited and with MaxTouch (now Vodafone India Limited). Ms. Vittal serves as a board member of Titan Company Limited, Tata Global Beverages Limited, The Indian Hotels Company Limited, Godrej Consumer Products Limited, Cipla Limited and Compass Plc. Ms. Vittal was on the Board of Zomato Media Private Limited until April 2018. Ms. Vittal is also a member of Audit Committee of all the aforementioned companies and a member of Nomination and Remuneration Committee of Titan Company Limited, Godrej Consumer Products Limited and Cipla Limited. Ms. Vittal has a graduate degree in Electronics from Osmania University and has completed her Master's in Business Administration from the Indian Institute of Management, Calcutta.

---

**Table of Contents**

**Dr. Patrick J. Ennis** became a director of the Company in April 2016. Dr. Ennis has more than 25 years of experience as a scientist, engineer, businessman and venture capitalist. Dr. Ennis serves as a member of our Strategy Committee. He is currently at Intellectual Ventures where he invests in technology commercialization worldwide via an international open innovation network of thousands of inventors. Previously he was at ARCH Venture Partners where he built startups from universities and national labs. He also held positions with Lucent, AT&T and Bell Labs, and conducted research in Nuclear Physics at labs in North America and Europe. He is an inventor of several patents, has written articles and book chapters and is a frequent invited speaker. Dr. Ennis has served on numerous corporate, educational, and non-profit boards. He earned a PhD and M.S. in Physics from Yale, an M.B.A. from Wharton and a B.S. in Math and Physics from the College of William & Mary where he was elected to Phi Beta Kappa.

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

**Abidali Z. Neemuchwala** is our Chief Executive Officer and Member of the Company's Board of Directors. He has served in this role since February 1, 2016. He also serves as a member on our Strategy Committee. Previously, he served as Group President and Chief Operating Officer of the Company with effect from April 1, 2015. Mr. Neemuchwala drives Wipro's vision through a strong belief that technology can drive consumer aspirations into instant reality. This drive, he believes, establishes a consumer-first world where business and technology converge into an era of mass personalization, data fluency, real time intelligence and seamlessly integrated experiences. He is an advocate of change and believes simplification of processes, belief in people and customer centricity are the keys to success.

To realize this vision within the Company, Mr. Neemuchwala has spearheaded a transformative strategy across Wipro to make it a services company of the future enabling clients modernize their core and drive their future by creating an innovative, agile and client execution focused organization that is eager and ready to meet the challenges of tomorrow.

Mr. Neemuchwala has spent 26 years in the industry and Mr. Neemuchwala's career includes a 23-year tenure in Tata Consultancy Services. Mr. Neemuchwala has played roles in the industry through its multiple evolutions, now leading the digital transformation, where he handled multiple executive roles across business, technology, sales, operations and consulting. Mr. Neemuchwala has been recognized with multiple industry awards and sits on boards of industry and community forums such as the World Affairs Council of Dallas Fort Worth and the CEO Council of the Texas Economic Development Corporation. He is very passionate about community service and champions diversity and inclusion in the workplace. Mr. Neemuchwala has a master's Degree in Industrial Management from the Indian Institute of Technology, Mumbai, and a bachelor's Degree in Electronics and Communication from the National Institute of Technology, Raipur.



---

## **Table of Contents**

**Rishad Azim Premji**, a full-time director since May 2015, is also the Chief Strategy Officer of the Company. He also serves as a member on our Strategy Committee and Administrative and Shareholders/Investors Grievance Committee. As the Chief Strategy Officer, he is responsible for shaping the Company's strategy to drive sustained and profitable growth. In his role, Mr. Premji is also responsible for Investor Relations and all Government relations activities of the Company. Mr. Premji is the Chairman of the National Association of Software and Services Company (NASSCOM) for 2018-19. Mr. Premji is on the Board of Wipro Enterprises (P) Limited, a leading player in FMCG & Infrastructure Engineering and Wipro-GE, a joint venture between Wipro Enterprises (P) Limited and General Electric in the healthcare domain. Separately, he is on the Boards of the Azim Premji Foundation, one of the largest not-for-profit initiatives in India, and Azim Premji Philanthropic Initiatives, which provides grants to organizations that contribute to social change. Prior to joining Wipro in 2007, Mr. Premji was with Bain & Company in London, working on assignments across Consumer Products, Automobiles, Telecom and Insurance. He also worked with GE Capital in the United States across businesses in the Insurance and Consumer Lending space and is a graduate of GE's Financial Management Program. Mr. Premji has an MBA from Harvard Business School and a BA in Economics from Wesleyan University. In 2014, he was recognized as a Young Global Leader by the World Economic Forum for his outstanding leadership, professional accomplishments, and commitment to society. Mr. Premji is the son of Mr. Azim Premji, the Chairman of the Board and Managing Director.

**Jatin Pravinchandra Dalal** was appointed as Chief Financial Officer of the Company with effect from April 1, 2015 and has served with us in other positions since July 2002. Mr. Dalal holds Bachelor of Engineering degree from National Institute of Technology, Surat India and PGDBA (Full time M.B.A. Finance) from Narsee Monjee Institute of Management Studies, Mumbai India. He is a member of the Institute of Chartered Accountants of India, New Delhi India, and the Chartered Institute of Management Accountants, London United Kingdom. Mr. Dalal is on the NYSE Listed Company Advisory Board at New York Stock Exchange. Mr. Dalal previously worked with General Electric and Lazard between 1999 and 2002.

## **Compensation**

### **Director Compensation**

Our Board Governance, Nomination and Compensation Committee determines and recommends to our Board of Directors the compensation payable to our directors. All board-level compensation is subject to approval by our shareholders. Each of our non-executive directors receive an attendance fee per meeting of 100,000 (US\$ 1,536) for every Board meeting they attend. Our directors are reimbursed for travel and out-of-pocket expenses in connection with their attendance at Board and Committee meetings. Additionally, we also compensate non-executive directors by way of commission, which is limited to a fixed sum payable as approved by the Board subject to a maximum of 1% of the net profits of the Company, in the aggregate, as approved by the shareholders.

The aggregate commission to our non-executive directors for the year ended March 31, 2018 is 78.63 million (US\$ 1.20 million).

There were no stock options granted to non-executive directors as of March 31, 2018 and the shares held by non-executive directors through March 31, 2018 are reported elsewhere in this Item 6 under the section titled Share Ownership .

**Table of Contents****Executive Compensation**

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

The following table presents the annual and long-term compensation earned, awarded or paid for services rendered for the fiscal year 2018 by our executive officers. For the convenience of the readers, the amounts in the below table have been converted into U.S. dollars based on the certified foreign exchange rates published by the Federal Reserve Board of Governors on March 31, 2018 which was ₹65.11 per US\$ 1.00.

Name	Salary and allowances US\$	Commission/ variable pay <sup>(1)(2)(3)</sup> US\$	Others US\$	Long-term compensation (Deferred Benefit)	Total US\$
				US\$ <sup>(4)(5)</sup>	
Azim H. Premji	66,198		54,777	13,592	134,568
Abidali Z. Neemuchwala <sup>(6)</sup>	966,923	262,229	1,566,615	4,800	2,800,567
Rishad A. Premji	225,549	635,168	1,524	42,287	904,528
Jatin Pravinchandra Dalal <sup>(6)</sup>	251,434	95,909	334,713	32,848	714,904

- (1) Azim H. Premji is entitled to a commission at the rate of 0.5% on incremental net profits of Wipro Limited for fiscal year 2018 over the previous year, computed based on the method approved by the Board Governance, Nomination and Compensation Committee and in accordance with the provisions of the Companies Act, 2013. For the year ended March 31, 2018, commission paid to Azim H. Premji is nil.
- (2) All executives receive variable pay under a Quarterly Performance Linked Scheme based on key parameters of individual or combined performance of the business unit, division or segment or the Company as a whole.
- (3) Rishad Premji is entitled to receive variable pay. Rishad Premji's compensation also included cash bonus (part of his variable pay) on an accrual basis, which is payable over a period of time.
- (4) Deferred benefits are payable to employees by way of our contribution to the Provident Fund, Pension Fund and 401K Plan as applicable. The Provident Fund is a statutory fund to which the Company and our employees contribute every month. A lump sum payment on separation and a pension payment on attaining the age of superannuation are payable from the balance standing to the credit of the Fund, as per the Employee Provident Fund and Miscellaneous Provisions Act, 1952.
- (5) Under our pension plans, any pension that is payable to an employee is not computed on the basis of final compensation, but on the accumulated pension fund to the credit of the employee as at the date of separation,

death, disability or retirement. We annually contribute 15% of Mr. Azim H. Premji's basic salary and commission earned for that year to our pension fund for the benefit of Mr. Azim H. Premji. For all other executive officers domiciled in India, we contribute 15% of their respective basic salaries to our pension fund for their benefit. These contributions are included in this column.

- (6) The remuneration of executive officers is computed on an accrual basis. It also includes the amortization of Restricted Stock Units ( RSUs ) granted to them, which vest over a period of time. This also includes RSUs that will vest based on performance parameters of the Company.



**Table of Contents**

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

There were no options granted to our Chairman and Managing Director, and Executive Director and Chief Strategy Officer in fiscal years 2016, 2017 or 2018. Details of stock options granted to executive directors as of March 31, 2018 and stock options held and exercised by executive officers through March 31, 2018 are reported elsewhere in this Item 6 under the section titled Share Ownership.

**Board Composition**

Our Articles of Association provide that the minimum number of directors on our Board of Directors shall be four and the maximum number of directors shall be fifteen which may be increased by passing a special resolution of the shareholders. As of March 31, 2018, we had ten directors on our Board. Our Articles of Association provide that at least two-thirds of our directors shall be subject to retirement by rotation. One third of these directors must retire from office at each Annual General Meeting of the Shareholders, but each retiring director is eligible for re-election at such meeting. Independent directors are not subject to retirement by rotation and two-thirds of the executive directors are subject to retirement by rotation. Currently, Mr. Azim H. Premji, Mr. Rishad Azim Premji and Mr. Abidali Z. Neemuchwala are executive directors and Mr. Azim H. Premji is not liable to retire by rotation. The position of the terms of all directors are as given below.

Name	Expiration of current term of office	Term of office
Azim H. Premji	July 30, 2019	2 years
Dr. Ashok S. Ganguly	July 31, 2019	3 years
Narayanan Vaghul	July 31, 2019	3 years
Ireena Vittal <sup>(1)</sup>	September 30, 2023	5 years, subject to approval by shareholders
William Arthur Owens	July 31, 2022	5 years
M. K. Sharma	June 30, 2021	5 years
Patrick Dupuis	March 31, 2021	5 years
Dr. Patrick J. Ennis	March 31, 2021	5 years
Abidali Z. Neemuchwala	January 31, 2021	5 years
Rishad Azim Premji	April 30, 2020	5 years

(1) Ms. Ireena Vittal's current term expires on September 30, 2018. The Board of Directors has approved the re-appointment for a period of 5 years, which is subject to approval of the shareholders.

**Terms of Employment Arrangements**

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



---

## **Table of Contents**

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

Pursuant to the terms of Mr. Abidali Z. Neemuchwala's employment, if the Agreement is terminated by the Company, the Company is required to pay Mr. Neemuchwala severance pay equivalent of 12 months' base pay.

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

## **Board Committee Information**

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

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

Auditing and accounting matters, including recommending the appointment of our independent auditors to the shareholders;

Compliance with legal and statutory requirements;

Integrity of the Company's financial statements, discussions with the independent auditors regarding the scope of the annual audits, and fees to be paid to the independent auditors;

Performance of the Company's internal audit function, independent auditors and accounting practices;

Review of related party transactions and functioning of whistle blower mechanism;

Implementation of the applicable provisions of the Sarbanes Oxley Act of 2002 (the Sarbanes Oxley Act), including review of the progress of internal control mechanisms to prepare for certification under Section 404 of the Sarbanes Oxley Act; and

Evaluation of internal financial controls and risk management systems and policies.

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

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

**Table of Contents**

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

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

Mr. N. Vaghul    Chairman

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

During fiscal year 2018, our Audit, Risk and Compliance Committee held six meetings. The charter of the Audit, Risk and Compliance Committee is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com).

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

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

Developing and recommending to the Board corporate governance guidelines applicable to the Company;

Evaluating the Board on a continuing basis, including an assessment of the effectiveness of the full Board, operations of the Board Committees and contributions of individual directors;

Establishing policies and procedures to assess the requirements for induction of new members to the Board;

Implementing policies and processes relating to corporate governance principles;

Ensuring that appropriate procedures are in place to assess Board membership needs and Board effectiveness;

Reviewing the Company's policies that relate to matters of corporate social responsibility (CSR), including public issues of significance to the Company and its shareholders;

Formulating the Disclosure Policy, its review and approval of disclosures;

Approving and evaluating the compensation plans, policies and programs for full-time directors and senior management; and

Acting as Administrator of the Company's Employee Stock Option Plans and Employee Stock Purchase Plans drawn up from time to time.

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

-90-

**Table of Contents**

Dr. Ashok S. Ganguly Chairman

Mr. N. Vaghul and Mr. William Arthur Owens Members

During fiscal year 2018, our Board Governance, Nomination and Compensation Committee held four meetings. The charter of the Board Governance, Nomination and Compensation Committee is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com).

***Strategy Committee***

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

Making recommendations to the Board relating to the Company's mission, vision, strategic initiatives, major programs and services;

Ensuring management has established an effective strategic planning process, including development of a three to five year strategic plan with measurable goals and time targets;

Annually reviewing the strategic plan for the Company and for each division and entity as well and recommending updates to the Board;

Establishing criteria for management to evaluate potential strategic investments, reviewing proposals for acquisition or divestment opportunities for the Company and making appropriate recommendations to the Board, and reviewing post-transaction integration matters; and

Monitoring the Company performance against measurable targets (e.g. market share, increase in revenue, or Operating Margin) or progress points (such as emerging technologies).

The Strategy Committee is comprised of the following seven directors:

Mr. William Arthur Owens Chairman

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

Ms. Ireena Vittal, became member of the Strategy Committee with effect from October 17, 2017.

During fiscal year 2018, our Strategy Committee held three meetings.

***Administrative and Shareholders/ Investors Grievance Committee***

The Administrative and Shareholders / Investors Grievance Committee is responsible for resolving investor s complaints pertaining to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate share certificates, transmission of shares and other shareholder related queries and complaints. The Committee is also empowered to oversee administrative matters like opening and closure of Company s bank accounts, grant and revocation of general, specific and banking powers of attorney, consider and approve allotment of equity shares pursuant to exercise of stock options, setting up branch offices and other administrative matters as delegated by Board from time to time.



## **Table of Contents**

The Committee comprises of the following three Directors:

Mr. M. K. Sharma Chairman

Mr. Rishad A Premji and Ms. Ireena Vittal Members

During fiscal year 2018, our Administrative and Shareholders/ Investors Grievance Committee held four meetings.

## **Employees**

As of March 31, 2016, 2017 and 2018, we and our subsidiaries had more than 150,000, 160,000 and 160,000 employees, respectively. As of March 31, 2016, 2017 and 2018, more than 33,000, 35,000 and 35,000 of these employees were located outside India. We have increasingly focused on localization. For example, we started tracking localization in April 2016 and as of that date and March 31, 2017 and 2018, the percentages of the localization of employees in the United States were 41.50%, 46.21% and 57.43%, respectively.

Highly trained and motivated people are critical to the success of our business. To achieve this, we focus on attracting and retaining the best people possible. A combination of strong brand name, a congenial working environment and competitive compensation programs enables us to attract and retain these talented people.

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

## ***Recruiting***

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

## ***Training***

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

**Table of Contents*****Performance Evaluations***

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

***Compensation***

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

***Share Ownership***

The following table sets forth, as of March 31, 2018, for each director and executive officer, the total number of equity shares, American Depositary Shares ( ADSs ) and vested and unexercised options to purchase equity shares and ADSs exercisable within 60 days of March 31, 2018. Beneficial ownership is determined in accordance with the rules of the SEC. All information with respect to the beneficial ownership of any principal shareholder has been furnished by such shareholder and, unless otherwise indicated below, we believe that persons named in the table have sole voting and sole investment power with respect to all the shares shown as beneficially owned, subject to community property laws, where applicable. The number of shares beneficially owned includes equity shares, equity shares underlying ADSs and the shares subject to vested options that are currently exercisable or exercisable within 60 days of March 31, 2018. Our directors and executive officers do not have a differential voting right with respect to their equity shares, ADSs, or options to purchase equity shares or ADSs. For the convenience of the readers, the stock option grant price has been translated into U.S. dollars based on the certified foreign exchange rates published by Federal Reserve Board of Governors on March 31, 2018, which was 65.11 per US\$. The share numbers and percentages listed below are based on 4,523,784,491 equity shares outstanding as of March 31, 2018.

<b>Name</b>	<b>Equity Shares beneficially owned</b>	<b>Percentage of Total Equity Shares Outstanding</b>	<b>Equity Shares Underlying Options Granted</b>	<b>Exercise Price (US\$)</b>	<b>Date of expiration</b>
Azim H. Premji <sup>(1)</sup>	3,361,997,805	74.32			
Dr. Ashok S. Ganguly	3,734	*			

Edgar Filing: WIPRO LTD - Form 20-F

N. Vaghul					
Abidali Z. Neemuchwala <sup>(2)</sup>	160,000	*	240,000	0.03	May 2020
			200,000	0.03	July 2019
			400,000	0.03	December 2021
			300,000	0.03	September 2022
			200,000	0.03	January 2021 <sup>(4)</sup>

-93-

**Table of Contents**

Name	Equity Shares beneficially owned	Percentage of Total Equity Shares Outstanding	Equity Shares Underlying Options Granted	Exercise Price (US\$)	Date of expiration
Rishad A. Premji	1,373,332**	*			
M. K. Sharma					
William Arthur Owens					
Ireena Vittal					
Patrick Dupuis					
Patrick J. Ennis					
Jatin Pravinchandra Dalal <sup>(2) (3)</sup>	17,888***	*	60,000	0.03	April 2020
			24,000	0.03	July 2019
			150,000	0.03	December 2021
			60,000	0.03	September 2022
			40,000	0.03	January 2021 <sup>(4)</sup>

(1) Includes 741,912,000 shares held by Hasham Traders (a partnership firm), of which Mr. Premji is a partner, 890,813,582 shares held by Prazim Traders (a partnership firm), of which Mr. Premji is a partner, 903,239,580 shares held by Zash Traders (a partnership firm), of which Mr. Premji is a partner, 1,125,996 shares held by Hasham Investment and Trading Company Pvt. Ltd., of which Mr. Premji is a director, 618,461,626 shares held by Azim Premji Trust, of which Azim Premji Trustee Company Private Limited is the trustee company, of which Mr. Premji is a director and sole shareholder, and 190,838,864 shares held jointly by Mr. Premji and members of his immediate family. In addition 15,606,157 shares are held by Azim Premji Philanthropic Initiatives Pvt. Ltd. (formerly Azim Premji Foundation (I) Pvt. Ltd). Mr. Premji disclaims beneficial ownership of 15,606,157 shares held by Azim Premji Philanthropic Initiatives Pvt. Ltd. (formerly Azim Premji Foundation (I) Pvt. Ltd) and 618,461,626 shares held by Azim Premji Trust.

(2) The equity shares underlying options granted, wherever applicable, are adjusted to reflect the increase in number of stock options as a result of bonus shares issued by the Company in June 2017.

(3) The equity shares beneficially owned include vested and unexercised options to purchase equity shares exercisable within 60 days of March 31, 2018.

(4) The equity shares underlying options granted include options that will vest based on performance parameters of the Company.

\* Represents less than 1% of the total equity shares outstanding as of March 31, 2018.

\*\* Equity shares held by Mr. Rishad Premji is jointly with his relative and included in shareholding of Mr. Azim H. Premji.

\*\*\* Includes equity shares held jointly by Mr. Jatin Pravinchandra Dalal and a member of his immediate family.

**Employee Stock Option Plans**

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

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

The salient features of our stock plans are as follows:

**Table of Contents**

<b>Name of Plan</b>	<b>Number of Options<sup>(1)</sup></b>	<b>Range of exercise prices<sup>(2)</sup></b>	<b>Effective date</b>	<b>Termination date</b>	<b>Other remarks</b>
1999 Employee Stock Option Plan	50,000,000	171 - 490	July 29, 1999	July 28, 2009	Term of the Plan ended
Wipro Employee Stock Option Plan 2000 (2000 Plan)	560,606,060	171 - 490	September 15, 2000	September 15, 2020	
Stock Option Plan (2000 ADS Plan)	15,000,000	US\$ 3 - 7	September 2000	September 2010	Term of the Plan ended
Wipro Restricted Stock Unit Plan (WRSUP 2004 plan)	44,848,484	2	June 11, 2004		Perpetual until the options are available for grant under the plan
Wipro ADS Restricted Stock Unit Plan (WARSUP 2004 plan)	44,848,484	US\$ 0.03	June 11, 2004		Perpetual until the options are available for grant under the plan
Wipro employee Restricted Stock Unit Plan 2005 (WSRUP 2005 plan)	44,848,484	2	July 21, 2005		Perpetual until the options are available for grant under the plan
Wipro employee Restricted Stock Unit Plan 2007 (WSRUP 2007 plan)	37,373,738	2	July 18, 2007		Perpetual until the options are available for grant under the plan
Wipro Equity Reward Trust Employee Stock Purchase Plan, 2013	29,659,648	2	May 30, 2013	May 29, 2023	

(1) Adjusted for one equity share for every one equity share stock dividend approved by the shareholders on June 3, 2017.

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

**Wipro Equity Reward Trust ( WERT )**

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

Shares from the WERT may be granted in the joint names of the WERT and the employee until such restrictions and obligations are fulfilled by the employee. The Trustees of the WERT have the authority to amend or terminate the WERT at any time and for any reason.

Shareholders have, through a postal ballot dated April 19, 2013, approved the issuance of additional shares, in one or more tranches, to the WERT. The Board has the discretion to determine the timing and allotment of such shares, and as of March 31, 2018 has not approved the issuance of additional shares pursuant to the enabling resolution approved by the shareholders. Pursuant to approval by the shareholders at their meeting held in July 2014, the Company is authorized to transfer shares from the WERT to employees on exercise of vested Indian RSUs.

During the year ended March 31, 2018, 4,351,775 shares have been transferred by WERT to eligible employees on exercise of stock options.

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

### **Major Shareholders**

The following table sets forth certain information regarding the beneficial ownership of our equity shares as of March 31, 2018, of each person or group known by us to own beneficially 5% or more of our outstanding equity shares.

**Table of Contents**

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to such shares. Shares subject to vested options that are currently exercisable or exercisable within 60 days of March 31, 2018, are deemed to be outstanding or to be beneficially owned by the person holding such options for the purpose of computing the percentage ownership of such person, but are not deemed to be outstanding or to be beneficially owned for the purpose of computing the percentage ownership of any other person. All information with respect to the beneficial ownership of any principal shareholder has been furnished by such shareholder and, unless otherwise indicated below, we believe that persons named in the table have sole voting and sole investment power with respect to all the shares shown as beneficially owned, subject to community property laws, where applicable. The number of shares and percentage ownership are based on 4,523,784,491 equity shares outstanding as of March 31, 2018.

<b>Name of Beneficial Owner</b>	<b>Class of Security</b>	<b>Number of Shares Beneficially Held as of March 31, 2018</b>	<b>% of Class of Total Shares Outstanding</b>
Azim H. Premji <sup>(1)</sup>	Equity	3,361,997,805	74.32
Hasham Traders	Equity	741,912,000	16.40
Prazim Traders	Equity	890,813,582	19.69
Zash Traders	Equity	903,239,580	19.97
Azim Premji Trust	Equity	618,461,626	13.67

(1) Includes 741,912,000 shares held by Hasham Traders (a partnership firm), of which Mr. Premji is a partner, 890,813,582 shares held by Prazim Traders (a partnership firm), of which Mr. Premji is a partner, 903,239,580 shares held by Zash Traders (a partnership firm), of which Mr. Premji is a partner, 1,125,996 shares held by Hasham Investment and Trading Company Pvt. Ltd., of which Mr. Premji is a director, 618,461,626 shares held by Azim Premji Trust, of which Azim Premji Trustee Company Private Limited is the trustee company, of which Mr. Premji is a director and sole shareholder, and 190,838,864 shares held jointly by Mr. Premji and members of his immediate family. In addition 15,606,157 shares are held by Azim Premji Philanthropic Initiatives Pvt. Ltd. (formerly Azim Premji Foundation (I) Pvt. Ltd). Mr. Premji disclaims beneficial ownership of 15,606,157 shares held by Azim Premji Philanthropic Initiatives Pvt. Ltd. (formerly Azim Premji Foundation (I) Pvt. Ltd) and 618,461,626 shares held by Azim Premji Trust.

Our ADSs are listed on the New York Stock Exchange. Each ADS represents one equity share of par value \$2 per share. Our ADSs are registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 and, as of March 31, 2018, 2.24% of the Company's equity shares are held through ADSs by approximately 14,152 holders of record. As of March 31, 2018, approximately 97.76% of the Company's equity shares are held by 269,693 holders.

Our equity shares can be held by Foreign Institutional Investors ( FII's ) and Non-Resident Indians ( NRIs ) who are registered with the Securities and Exchange Board of India ( SEBI ), and the Reserve Bank of India ( RBI ). As of March 31, 2018, about 10.64% of the Company's equity shares were held by these FIIs, NRIs, Foreign Nationals and FPIs some of which may be residents or corporate entities registered in the United States and elsewhere. We are unaware of whether FIIs and/or NRIs hold our equity shares as residents or as corporate entities registered in the United States.



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

## **Table of Contents**

### **Related Party Transactions**

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

*Related parties:* For details and summary of transactions with related parties, please refer to Note 28 to the Consolidated Financial Statements.

### **Item 8. Financial Information**

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

Please refer to the following Consolidated Financial Statements and the Auditor's Report under Item 18 in this Annual Report for the fiscal year ended March 31, 2018:

Report of the independent registered public accounting firms;

Consolidated Statements of Financial Position as of March 31, 2017 and 2018;

Consolidated Statements of Income for the years ended March 31, 2016, 2017 and 2018;

Consolidated Statements of Comprehensive Income for the years ended March 31, 2016, 2017 and 2018;

Consolidated Statements of Changes in Equity for the years ended March 31, 2016, 2017 and 2018;

Consolidated Statements of Cash Flows for the years ended March 31, 2016, 2017 and 2018; and

Notes to the Consolidated Financial Statements.

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

#### **Export Revenue**

For the years ended March 31, 2016, 2017 and 2018, we generated 464,936 million, 507,624 million and 503,260 million, or 90%, 92% and 92% of our total segment revenues of 516,307 million, 554,179 million and 546,349 million, respectively, from the export of our products and rendering of services to customers outside of India.

**Legal Proceedings**

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

**Table of Contents****Dividends and Buy-Back of Equity Shares**

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

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

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

**Significant Changes**

None.

**Item 9. The Offer and Listing****Price History**

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

As of March 31, 2018, we had 4,523,784,491 issued and outstanding equity shares. As of March 31, 2018, there were approximately 14,152 record holders of ADRs evidencing 101,398,929 equivalent ADSs equity shares. As of March 31, 2018, there were 269,694 record holders of our equity shares listed and traded on the Indian Stock Exchanges.

The following tables set forth for the periods indicated the price history of our equity shares and ADSs on the Indian Stock Exchanges and the NYSE. The stock prices for the prior periods are restated to reflect stock dividend issued by the Company from time to time.



**Table of Contents**

	BSE				NSE				NYSE	
	Price per equity share				Price per equity share				Price per ADS	
	High ( )	Low ( )	High (US\$)	Low (US\$)	High ( )	Low ( )	High (US\$)	Low (US\$)	High (US\$)	Low (US\$)
<b>Fiscal Year ended</b>										
<b>March 31,</b>										
2018	334.75	242.37	5.14	3.72	334.00	241.50	5.13	3.71	6.40	4.75
2017	303.37	205.00	4.68	3.16	303.50	204.05	4.68	3.14	6.54	4.50
2016	317.85	254.45	4.80	3.84	318.22	253.95	4.80	3.83	6.74	5.32
2015	338.45	237.67	5.11	3.59	338.80	237.35	5.11	3.58	7.09	5.43
2014	305.25	157.65	4.61	2.38	305.50	157.40	4.61	2.37	7.13	3.45
<b>Quarter ended</b>										
March 31, 2018	334.75	272.10	5.14	4.18	334.00	272.35	5.13	4.18	5.99	5.06
December 31, 2017	315.40	280.00	4.84	4.30	316.40	280.00	4.86	4.30	5.68	4.95
September 30, 2017	303.55	252.30	4.66	3.87	303.40	252.00	4.66	3.87	6.40	5.07
June 30, 2017	283.92	242.38	4.36	3.72	284.00	241.50	4.36	3.71	5.55	4.75
March 31, 2017	258.90	222.77	3.99	3.43	259.35	222.67	4.00	3.43	5.20	4.50
December 31, 2016	252.15	205.00	3.89	3.16	250.57	204.05	3.86	3.14	5.09	4.54
September 30, 2016	288.75	235.00	4.45	3.62	288.90	235.00	4.45	3.62	6.23	4.84
June 30, 2016	303.37	265.87	4.68	4.10	303.5	265.75	4.68	4.10	6.54	5.82
<b>Month ended</b>										
April 30, 2018	300.10	274.10	4.61	4.21	301.00	274.00	4.62	4.21	5.45	4.73
March 31, 2018	302.00	272.10	4.64	4.18	302.00	272.35	4.64	4.18	5.90	5.06
February 28, 2018	311.45	284.10	4.78	4.36	309.10	284.00	4.75	4.36	5.60	5.09
January 31, 2018	334.75	301.55	5.14	4.63	334.00	301.55	5.13	4.63	5.99	5.33
December 31, 2017	315.40	280.00	4.84	4.30	316.40	280.00	4.86	4.30	5.62	5.04
November 30, 2017	308.40	289.25	4.74	4.44	308.75	289.35	4.74	4.44	5.47	4.95

The US\$ figure under BSE and NSE columns for the financial year 2017-18 denote the share price in rupees converted to U.S. dollar at the rate of exchange of 1 US\$ = 65.11 as of March 31, 2018.

Source: [www.bseindia.com](http://www.bseindia.com) for BSE data, [www.nseindia.com](http://www.nseindia.com) for NSE data and [www.nyse.com](http://www.nyse.com) for NYSE data.

**Plan of Distribution**

Not applicable.

**Markets**

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

**Trading Practices and Procedures on the Indian Stock Exchanges**

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

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

---

## **Table of Contents**

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

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

### **Index based market wide circuit breaker**

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

### **Listing**

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

### **The National Stock Exchange of India Limited**

The market capitalization of the capital markets (equities) segment of the NSE as of March 31, 2018 was approximately US\$ 2.15 trillion. The clearing and settlement operations of the NSE are managed by its wholly-owned subsidiary, the National Securities Clearing Corporation Limited. Funds settlement takes place through designated clearing banks. The National Securities Clearing Corporation Limited interfaces with the depositories on the one hand and the clearing banks on the other to provide delivery versus payment settlement for depository-enabled trades.



## **Table of Contents**

### **The BSE Limited**

The estimated aggregate market capitalization of stocks trading on the BSE as of March 31, 2018, was approximately US\$ 2.18 trillion. The BSE began allowing online trading in May 1995. Only a member of the stock exchange has the right to trade in the stocks listed on the stock exchange.

### **Derivatives**

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

### **Depositories**

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

### **Securities Transaction Tax**

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

### **Selling Shareholders**

Not applicable.

### **Dilution**

Not applicable.

### **Expenses of the Issue**

Not applicable.

### **Item 10. Additional Information**

The Company is subject to the Indian Companies Act, 2013 ( Companies Act, 2013 ), which replaced the prior Indian Companies Act, 1956 ( Companies Act, 1956 ) effective April 1, 2014. Since the Companies Act, 2013 replaces the Companies Act, 1956, it is unclear where or how case law and practice will evolve, so we cannot predict the costs of compliance, or impact or burden on our resources. On many of the provisions, clarifications are being provided by the Ministry of Corporate Affairs, through circulars and notifications effecting modification in rules or notifications or changes in the Companies Act, 2013. In May 2015 the Companies (Amendment) Act, 2015 was legislated amending certain provisions of Companies Act, 2013 and further in January 2018, the Companies (Amendment) Act, 2017 was legislated amending certain provisions of Companies Act, 2013. Vide notifications dated February 9, 2018 and May 7,

2018, various provisions of the Companies (Amendment) Act, 2017 have been brought into force. However, few provisions are yet to be brought into force.

## **Table of Contents**

### **Share Capital**

Our Authorized Share Capital as of March 31, 2018 is 11,265,000,000 (Rupees One Thousand One Hundred and Twenty Six Crores and Fifty Lakhs) divided into 5,500,000,000 (Five Hundred and Fifty Crores) equity shares of 2 each (Rupees two) each 25,000,000 (Two Crore Fifty Lakhs) preference shares of 10 (Rupees Ten) each and 150,000 (One Lakh Fifty Thousand) 10% optionally convertible cumulative preference shares of 100 (Rupees Hundred) each.

As of March 31, 2018, 4,523,784,491 Equity Shares, par value 2 per share were issued, outstanding and fully paid. We currently have no convertible debentures or warrants outstanding, except options outstanding under our employee stock option plans.

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

Set forth below is a brief summary of the material provisions of our Articles of Association and the Companies Act, 2013, all as currently in effect. Wipro Limited is registered under the Indian Companies Act, 1913, which is now superseded by the Companies Act, 2013. We are registered with the Registrar of Companies, located in Karnataka, Bangalore, India, under the Corporate Identification Number L32102KA1945PLC020800. The following description of our Articles of Association does not purport to be complete and is qualified in its entirety by the amended Memorandum and Articles of Association included as an exhibit to this Form 20-F filed with the SEC on May 26, 2015.

Our Articles of Association provide that the minimum number of directors shall be four and the maximum number of directors shall be fifteen. As of March 31, 2018, we had ten directors. One third of these directors must retire from office at each Annual General Meeting of the Shareholders. Under the Companies Act, 2013, independent directors are not subject to retirement by rotation. However, no independent director shall hold office for more than two consecutive terms. Under the Companies Act, 2013, an independent director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on the passing of a special resolution and such other compliances as may be required. Our Articles of Association provide that at least two-thirds of the directors, not including the independent directors and the managing director, shall be subject to retirement by rotation. Our Articles of Association do not mandate the retirement of our directors under an age limit requirement. Our Articles of Association do not require our Board members to be shareholders in our Company.

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

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

**Table of Contents**

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

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

To undertake and carry on the business of providing all kinds of information technology based and enabled services in India and internationally, electronic remote processing services, eServices, including all types of Internet-based and Web enabled services, transaction processing, fulfillment services, business support services including but not limited to providing financial and related services such as billing services, processing services, database services, data entry business marketing services, business information and management services, training and consultancy services to businesses, organizations, firms, corporations, trusts, local bodies, states, governments and other entities; establishing and operating service processing centers for providing services for back office and processing requirements, marketing, sales and credit collection services for companies engaged in the business of remote processing and IT enabled services from a place of business in India or elsewhere, contacting and communicating to and on behalf of overseas customers by voice, data image or letters using dedicated international private lines to handle business process management, remote help desk management; and remote management.

To carry on business in India and elsewhere as a manufacturer, assembler, designer, builder, seller, buyer, exporter, importer, factors, agents, hirers and dealers of computer hardware and software and any related aspects thereof.

To carry on all or any of the business of soap and candle makers, tallow merchants, chemists, druggists, dry salters, oil-merchants, manufacturers of dyes, paints, chemicals and explosives and manufacturers of and dealers in pharmaceutical, chemical, medicinal and other preparations or compounds, perfumery and proprietary articles and photographic materials and derivatives and other similar articles of every description.

To carry on business as manufacturers, sellers, buyers, exporters, importers, and dealers of fluid power products.

To carry on the business of extracting, manufacturing and dealing in hydrogenated vegetable oil.

To carry on the business of providing solutions for water treatment including but not limited to ultra-pure water, waste water treatment, water reuse, desalination and related activities.

To carry on the business of renewable energy systems and food and agricultural product processing and related industries.

To carry on any other trade or business whatsoever as can in the opinion of us be advantageously or conveniently carried on by us.

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

---

**Table of Contents**

**Borrowings Power Exercisable by the Directors**

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

**Number of Shares Required for Director's Qualification**

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

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

*Dividends*

Public companies in India typically pay cash dividends even though the amount of such dividends varies from company to company. Under the Companies Act, 2013, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits of previous fiscal years. Under the Companies Act, 2013, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits of previous fiscal years subject to transfer of such portion. The Companies Act, 2013 further provides that, in the event of an inadequacy or absence of profits in any year, a dividend may be declared for such year out of the company's accumulated profits, subject to the fulfillment of certain conditions. As per the revised provisions notified through Companies (Amendment) Act, 2017, the Board of Directors may, subject to certain conditions, declare interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend.

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

During fiscal year 2018, we paid an interim cash dividend of ₹ 1 per equity share. The Board recommended the adoption of the interim dividend of ₹ 1 per equity share as the final dividend for the year ended March 31, 2018. Thus, the total dividend for the year ended March 31, 2018 remained at ₹ 1 per equity share.

---

**Table of Contents**

The Companies Act, 2013, read with the Rules, provides that any dividends that remain unpaid or unclaimed for a period of seven consecutive years are to be transferred to the Investor Education and Protection Fund created by the Indian Government after the stipulated time. The Companies Act, 2013 also stipulates that the underlying shares with respect to those dividends shall also be transferred to the Investor Education and Protection Fund Authority ( IEPF Authority ). Vide notifications issued in September 2016 and February 2017, the Ministry of Corporate Affairs has notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, which introduce various provisions with regard to the transfer of shares when a dividend has not been paid or claimed for seven consecutive years or more to the IEPF Authority, as outlined under section 124(6) of the Companies Act, 2013. Accordingly, during the year ended March 31, 2018, the Company transferred approximately 1.21 million shares that were due for transfer to the IEPF Authority in cases where the period of seven consecutive years has been completed.

We are subject to taxation for each dividend declared, distributed or paid for a relevant period by our company.

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

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

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

In the meeting held on April 25, 2017, our Board of Directors approved issue of stock dividend, commonly known as bonus issue in India, in the proportion of 1:1, i.e., 1 (One) bonus equity share of ₹ 2 each for every 1 (one) fully paid-up equity share held (including ADS holders) as of June 14, 2017, the record date fixed for this purpose. This was subsequently approved by the Members of the Company by resolution dated June 3, 2017 passed through postal ballot / e-voting and subsequently, the bonus shares were allotted to the shareholders.

The stock dividend does not affect the ratio of ADSs to equity shares, such that each ADS after the stock dividend shall continue to represent one equity share of par value of ₹ 2 per share.

**Buy-Back of Equity Shares**

Under the Companies Act, 2013, the Company can reduce its share capital, subject to fulfillment of conditions. A company is not permitted to acquire its own shares for treasury operations. Public companies which are listed on a recognized stock exchange in India must comply with provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.





## **Table of Contents**

During the fiscal year 2018, we concluded the buy-back of 343.75 million equity shares, as approved by the Board of Directors on July 20, 2017 and shareholders vide resolution dated August 28, 2017 passed by way of postal ballot and electronic voting. This has resulted in a total cash outflow of 110,000 million.

## **Consolidation and Subdivision of Shares**

The Companies Act, 2013 permits a company to split or combine the par value of its shares, provided such split or combination is not made in fractions. Shareholders of record on a fixed record date are entitled to receive the split or combination shares. The Company has not made any consolidation or sub-division of its shares in the fiscal year ended March 31, 2018.

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

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

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

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

The Depository will not distribute the rights to you if:

we do not timely request that the rights be distributed to you or we request that the rights not be distributed to you;

we fail to deliver satisfactory documents to the Depository; or

it is not reasonably practicable to distribute the rights.

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

## **Voting Rights**

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

## **Table of Contents**

### **Liquidation Rights**

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

### **Preference Shares**

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

The cumulative preference shares have the power to increase and reduce or consolidate or sub-divide the capital of the Company. Currently, the cumulative preference shares have the power to divide the shares in the capital into several classes and to attach preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or, in accordance with the Articles of Association of the Company. Further, the cumulative preference shares have the ability to verify, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company if and whenever the capital of the Company is divided into shares of different class, the rights of any such class may be varied, modified, affected, extended, abrogated or surrendered as provided by the said Act or by Articles of Association or by the terms of issue, but not further or otherwise.

### **Redemption of Equity Shares**

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

### **Liability on Calls**

Not applicable.

### **Discriminatory Provisions in Articles**

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

### **Alteration of Shareholder Rights**

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

prohibited by the terms of issue of the shares of that class.

-107-

## **Table of Contents**

Under the Companies Act, 2013, the Articles of Association may be altered only by way of a special resolution. We amended our Articles of Association with the approval of the shareholders at the Annual General Meeting held in July 2014 to comply with the Companies Act, 2013 and the Rules thereunder.

### **Meeting of Shareholders**

We must convene an Annual General Meeting of the Shareholders within six months after the end of each fiscal year or within 15 months of the previous Annual General Meeting, whichever is earlier, and may convene an extraordinary general meeting of shareholders when necessary or at the request of a shareholder or shareholders holding at least 10% of our paid up capital carrying voting rights. The Annual General Meeting of the Shareholders is generally convened by our Secretary pursuant to a resolution of our Board of Directors. Written notice setting out the agenda of the meeting must be given at least 21 days, either through electronic communication or hard copy mail, excluding the days of mailing and date of the meeting, prior to the date of the Annual General Meeting to the shareholders of record. Shareholders who are registered as shareholders on a pre-determined date are entitled to such notice or their proxies and have a right to attend or vote at such meeting. The Annual General Meeting of the Shareholders must be held at our registered office or at such other place within the city in which the registered office is located. Meetings other than the Annual General Meeting of the Shareholders may be held at any other place within India, if so determined by our Board of Directors. The Companies Act, 2013 provides that a quorum for an Annual General Meeting of the Shareholders is the presence of at least thirty shareholders in person.

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

### **Audit and Annual Report**

At least twenty one days before the Annual General Meeting of the Shareholders (excluding the days of mailing and date of the meeting), we are required to distribute to our shareholders audited financial statements including a consolidated financial statement and the related reports of our Board of Directors and the Auditors, together with a notice convening the Annual General Meeting. The SEBI permits distribution of abridged financial statements to shareholders in India in lieu of complete versions of financial statements. Under the Companies Act, 2013, a company must file its financial statement including the balance sheet and annual statement of profit and loss account and consolidated financial statement presented to the shareholders within 30 days of the conclusion of the Annual General Meeting with the Registrar of Companies.

A company must also file an annual return containing a list of the company's shareholders and other company information within 60 days of the conclusion of the annual general meeting. As required under the Companies Act, 2013, an extract of the annual return for the financial year end has been included in our Board of Directors report.



---

## **Table of Contents**

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

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

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

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

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

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

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

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

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

Shares held through depositaries are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. The requirement to hold the equity shares in book entry form will apply to the ADS holders when the equity shares are withdrawn from the depository facility upon surrender of the ADSs. In order

to trade the equity shares in the Indian market, the withdrawing ADS holder will be required to comply with the procedures described above.



## **Table of Contents**

The equity shares of a public company are freely transferable, subject only to the provisions of Sections 56 and 58 of the Companies Act, 2013. Our Articles of Association currently contain provisions which give our directors discretion to refuse to register a transfer of shares in some circumstances. Furthermore, in accordance with the provisions of Sections 56 and 58 of the Companies Act, 2013, our directors may refuse to register a transfer of shares if they have sufficient cause to do so. If our directors refuse to register a transfer of shares, the shareholder wishing to transfer his, her or its shares may file a civil suit or an appeal.

Pursuant to Section 59(4) of the Companies Act, 2013, if a transfer of shares contravenes any of the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or the Companies Act, 2013, Indian Securities and Exchange Board of India Act, 1992, or the regulations issued thereunder, or the Insolvency and Bankruptcy Code, 2016 or any other Indian laws in force at the time, the NCLT may, on application made by the Company, a depository incorporated in India, an investor, the Securities and Exchange Board of India or other parties, direct the rectification of the register of records. Under the Companies Act, 2013, unless the shares of a company are held in a dematerialized form, a transfer of shares is effected by an instrument of transfer in the form prescribed by the Companies Act, 2013 and the rules thereunder together with delivery of the share certificates. Our transfer agent for our equity shares is Karvy Computershare Private Limited located in Hyderabad, India.

## **Disclosure of Ownership Interest**

Section 89 of the Companies Act, 2013 requires beneficial owners of shares of Indian companies who are not holders of record to declare to the company details of the beneficial owner. Further, Section 90 of the Companies Act, 2013, as amended, requires a significant beneficial owner to declare details of the beneficial owner and any change thereof to the company. A significant beneficial owner means every individual, who acting alone or together, or through one or more persons or trust, including a trust and persons resident outside India, holds ultimate beneficial interests of not less than ten per cent, or such other percentage as may be prescribed, in shares of a company or the right to exercise, or the actual exercising of significant influence or control over the company. There are penal provisions prescribed under the Companies Act, 2013 for non-compliance with these Sections.

## **Provisions on Changes in Capital**

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

## **Takeover Code and Listing Regulations**

The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the Takeover Code ) is applicable to publicly listed Indian companies and to any person acquiring our equity shares or voting rights in the Company, including ADSs. Under the Takeover Code, upon the acquisition of more than 5% and every change of 2% thereafter (upward or downward) of the outstanding shares or voting rights of a publicly-listed Indian company, a purchaser is required to disclose the aggregate shareholding and voting rights in the company to the company and to the stock exchanges on which the shares of the company are listed. An ADS holder would be subject to these notification requirements.



**Table of Contents**

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

A listed company can be delisted under the provisions of the SEBI (Delisting of Securities) Guidelines, 2003, which govern voluntary and compulsory delisting of shares of Indian companies from the stock exchanges.

**SEBI (Listing Obligation and Disclosure Requirements), 2015**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were notified on September 2, 2015 to replace the listing agreement and was implemented from December 1, 2015. The Listing Regulations consolidates and streamlines the provisions of existing listing agreements for different segments of the capital markets (i.e., equity, non-Convertible Debt Securities, Non-Convertible Redeemable Preference Shares, Indian Depository Receipts and Securitized Debt Instruments and Units issued by Mutual Fund Schemes).

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

- a. Separate role of Chairperson and Managing Director/CEO Top 500 entities by market capitalization to have a Chairperson who is a non-executive director and not related to the Managing Director/CEO.
- b. Revised Board composition and quorum Board must consist of a minimum of 6 directors and must include at least one independent woman director. Quorum for board meetings to be minimum of 3 directors with at least one independent director present.
- c. Strengthening eligibility criteria for independent directors any member of the promoter and promoter group cannot be an independent director. Board interlocks not permitted, i.e. a non-independent director of Company A cannot be an independent director of Company B, if a non-independent director of Company B is already an independent director of Company A. As part of annual board evaluation, board must certify every year that the independent directors fulfil the criteria for independence.
- d. Maximum number of directorships a person can hold in listed companies has been reduced from 10 to 8. Managing Director and Whole-time Director of a listed entity cannot hold more than 3 Independent Director positions.



---

**Table of Contents**

- e. Related party transactions Definition of related party expanded to include a member of the promoter and promoter group holding 20% or more shareholding. Royalty and brand related payments to related parties amounting to more than 2% of annual consolidated turnover of the listed company will be considered as material related party transactions requiring shareholders approval. Half-yearly disclosure of related party transactions on a consolidated basis to be filed with stock exchanges and made available on company s website within 30 days of declaration of half-yearly financial results. All transactions with member of promoter and promoter group holding 10% or more shareholding in the listed company need to be disclosed in the annual report.
- f. Accounts and audit Publication of consolidated financial results on a quarterly basis made mandatory. Similarly, publication of cash flow statement made mandatory on a half-yearly basis. Statutory auditor to undertake a limited review of audit of all entities whose accounts are consolidated with listed entity. Disclosure of total fees paid to auditors and all network firms/entities to be made in the annual report.
- g. Investor participation in general meetings Top 100 listed companies by market capitalization to hold AGMs within 5 months from end of financial year. Live one-way webcast of general meetings mandatory for top 100 listed companies with effect from Financial Year ending March 2019.

In March 2018, SEBI revised the existing enforcement framework for non-compliance of the Listing Regulations by listed companies. The revised framework has the following features:

- a. It is more comprehensive, covering numerous listing regulations including the requirements related to the composition of the listed company s Board and its committees and the submission of corporate governance compliance report, financial results and voting results. Non-compliance with these regulations will lead to imposition of fines by the Indian stock exchanges.
- b. It empowers the Indian stock exchanges to freeze the shareholding of the promoter and promoter group in any non-compliant entity as well as the entity s shareholdings in other securities. If non-compliance persists, the entity will be suspended.
- c. The purpose of the revised framework is to promote a robust compliance culture that improves the efficacy of enforcement of continuous compliance requirements by listed companies and their promoter/ promoter group.

With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment), Regulations, 2018 on June 8, 2018 to permit the transfer of listed securities only in the dematerialized form with a depository.

**National Company Law Tribunal**

In December 2016, the Ministry of Corporate Affairs announced vide notifications of its intention to amend various provisions of the Companies Act, 2013 to create the National Company Law Tribunal ( NCLT ) and National Company Law Appellate Tribunal ( NCLAT ). The NCLT is a quasi-judicial authority created to adjudicate corporate civil disputes and other prescribed matters such as mergers and amalgamations, liquidation and winding up, class action

suits, reduction of capital matters, oppression and mismanagement claims and the compounding of certain offenses. The NCLT replaces powers which were hitherto exercised by the High Courts, Company Law Board and Board for Industrial and Financial Reconstruction; it has several benches in different jurisdictions in India. The NCLAT is an appellate authority constituted to deal with appeals arising out of the decisions of the NCLT.

---

**Table of Contents**

**Restrictions on number of layers of subsidiaries**

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

**Corporate Social Responsibility**

The Companies Act, 2013, read with Rules, requires companies meeting requirements of certain thresholds of net worth, turnover or net profits to constitute a Corporate Social Responsibility ( CSR ) Committee and to spend 2% of average profits before taxes for the previous three fiscal years on identified areas of CSR. This requirement became effective April 1, 2014. In the event we are unable to spend the required amount, we will be required to disclose reasons for the shortfall. We have complied with this requirement and a detailed report on CSR for fiscal year 2018 has been included in the Annual Report of the Company for fiscal year 2018 filed in India.

**Related Party Transactions**

As per the Companies Act, 2013, approval of the Indian Central Government for certain related party transactions above the prescribed limit for certain class of companies is no longer required. The proviso to Section 177 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2015 effective from May 25, 2015 provides that the Audit Committee can approve the related party transactions on an omnibus basis for the fiscal year. Prior approval of shareholders by way of an Ordinary Resolution is required for all the related party transactions which are not in the ordinary course of business and which are not at arm's length basis. Further, no prior approval of shareholders is required for transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval. Disclosure of related party transactions is required to be included in the Director's Report along with justification for entering in to such contracts and arrangements.

Rule 6A of Companies (Meetings of Board and its Powers), Rules, 2014 as notified from December 14, 2015 provides that the Audit Committee shall consider the following while granting omnibus approval for the Related Party Transactions:

Criteria and factors for granting the omnibus approval;

Need for omnibus approval for transactions of repetitive nature and interest of the company;

Contents of omnibus approval;





---

**Table of Contents**

Validity of omnibus approval;

Transactions for which omnibus approval can t be granted;

Duration of the transactions; and

Transactions are in the ordinary course of business and are on arm s length price.

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

Approval requirements for related party transactions under the Listing Regulations are described in section on SEBI (Listing Obligation and Disclosure Requirements), 2015.

The abridged policy on related party transactions, as amended, is available on the website of the Company.

**Material Contracts**

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

**Foreign Direct Investment**

Foreign investments in India are governed by the provisions of the Foreign Exchange Management Act, 1999 ( FEMA ) and are subject to the regulations issued by the RBI from time to time. The Foreign Direct Investment Scheme under the Reserve Bank s Automatic Route enables Indian companies, other than those specifically excluded, to issue shares and certain other capital instruments to persons residing outside India without prior permission from the RBI, subject to certain conditions. General permission has been granted for the transfer of shares and certain other capital instruments by a person resident outside India as follows: (i) for transfers of shares or certain other capital instruments held by a person resident outside India other than Non-Resident Indian ( NRI ) or an Overseas Citizen of India ( OCI ), to any person resident outside India and (ii) NRIs or OCIs are permitted to transfer shares or certain other capital instruments of an Indian company to any person resident outside India on a repatriation basis. A person resident outside India can transfer shares or certain other capital instruments to a person resident in India by way of gift. A person resident outside India can sell the shares and certain other capital instruments of an Indian company on a recognized Stock Exchange in India through a registered stock broker. General permission has also been given for transfers between a person resident in India and a person resident outside India subject to stipulated conditions. Pursuant to the Notification No. FEMA 20(R)/ 2017-RB dated November 7, 2017, the RBI has permitted, subject to certain conditions, payment of not more than 25% of the total consideration by the buyer to the seller on a deferred basis within a period not exceeding 18 months from the date of the transfer agreement, in cases of the transfer of shares between a resident buyer and a non-resident seller or vice-versa.



---

## **Table of Contents**

In cases where the prescribed conditions are not met, approval of the Central Government and the RBI may also be required.

The limits for allowable remittance from India by a person resident in India under the Liberalised Remittance Scheme issued by RBI is US\$250,000, per financial year, for any permitted current or capital account transaction or a combination of both.

Over a period of time, and particularly since 1991, the Government of India has relaxed the restrictions on foreign investment and most industry sectors do not require prior approval of the Foreign Investment Promotion Board ( FIPB ) or RBI, if the percentage of equity holding by all foreign investors does not exceed specified industry specific thresholds and such industry sectors are not under the Government approval route. The Government of India abolished the FIPB in June 2017. Purchases by foreign investors of ADSs are treated as direct foreign investment in the equity issued by Indian companies for such offerings. Foreign investment up to 100% of a company s share capital is currently permitted in the IT industry. The Government of India has recently clarified the calculation of foreign investment in an Indian company through direct or indirect routes for such investment.

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

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

### **Depository Receipts Scheme 2014**

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

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

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

---

## **Table of Contents**

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

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

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

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

### **Investment by Non-Resident Indians**

A variety of facilities for making investments in shares of Indian companies is available to individuals of Indian nationality or origin residing outside India. These facilities permit NRIs to make portfolio investments in shares and other securities of Indian companies on a basis that is not generally available to other foreign investors. An NRI or an OCI resident outside India may invest in certain capital instruments issued by an Indian company, capital of an Indian limited liability partnership and convertible notes issued by an Indian startup company on a non-repatriation basis. Further, NRIs or OCIs may invest by way of contribution to the capital of a firm or a proprietary concern in India on a non-repatriation basis. These facilities are different and distinct from investments by the Foreign Direct Investors described above. Investment by NRIs or OCIs on non-repatriation basis will be deemed to be domestic investment at par with investments made by residents. A company, trust and partnership firm incorporated outside India and owned and controlled by NRIs can invest, with the special dispensation as available to NRIs under the Foreign Direct Investment (FDI) Policy. The RBI no longer recognizes OCBs as an eligible class of investment vehicle under various routes and schemes under the foreign exchange regulations.

NRIs or OCIs are permitted to make investments through a stock exchange, or Portfolio Investments on favorable tax and other terms under India's Portfolio Investment Scheme. Under the scheme, an NRI or OCI can purchase on a repatriation basis up to 5% of the total paid up equity capital of a company on a fully diluted basis, subject to the condition that the aggregate paid up value of shares purchased by all NRIs or OCIs does not exceed 10% of the total paid up equity capital of the company. The 10% ceiling may be exceeded if a special resolution is passed in a general meeting of the shareholders of a company, subject to the overall ceiling of 24% of the total paid up equity capital of the company.

In terms of the Notification No. FEMA 20(R)/ 2017-RB dated November 7, 2017, a person resident outside India can purchase equity shares/compulsorily convertible preference shares, compulsorily convertible debentures and share warrants (equity instruments) issued by an Indian company under the FDI policy and the Indian company is allowed to receive the amount of consideration in advance towards issue of such equity instruments, subject to the terms and conditions laid down therein. Further, general permission is available to Indian companies to refund the amounts received towards purchase of shares under paragraph 2(3) of Schedule I of Notification No. FEMA 20(R)/ 2017-RB dated November 7, 2017, as amended from time to time. As per the said regulation, the equity instruments should be issued within 60 days of the receipt of the inward remittance. If the equity instruments are not issued within 60 days

from the date of receipt of the inward remittance or date of debit to the Non-resident External Account (NRE)/Foreign Currency Non-Resident Account (FCNR) (B)/ escrow account, the amount of consideration so received shall be refunded to the non-resident investor by outward remittance through normal banking channels or by credit to the NRE/FCNR (B) account, as the case may be within 15 days from the date of completion of 60 days or approach the RBI with an action plan for allotment of equity shares.

**Table of Contents**

It is also clarified that the advances against equity instruments may be received only where the FDI is allowed under the automatic route.

**Investment by Foreign Portfolio Investors**

SEBI introduced Foreign Portfolio Investors Regulations 2014 ( FPI Regulations ) which repealed SEBI (Foreign Institutional Investors), Regulations, 1995. Under the FPI Regulations, foreign institutional investors, sub-accounts and qualified foreign investors merged into a new investor class called Foreign Portfolio Investors ( FPI ). FPI Regulations restrict purchase of equity shares of each company by a single foreign portfolio investor or an investor group to below 10% of the total paid up equity capital of the company on a fully diluted basis. The total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital of the company on a fully diluted basis. Investment by FPIs shall also be subject to such other conditions and restrictions as may be specified by the Government of India, from time to time. The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (Notification No. FEMA 20(R)/ 2017-RB dated November 07, 2017) also recognizes a foreign portfolio investor registered under the FPI Regulations. The individual and aggregate investment limits for the FPIs shall be below 10% and 24% respectively of the total paid-up equity capital on a fully diluted basis and such investments shall also be within such overall sectoral caps prescribed under the foreign direct investment policy. The aggregate limit of 24% may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its shareholders. Portfolio investments up to the lower of (i) an aggregate foreign investment level of 49% or (ii) the sectoral/statutory cap will not be subject to either government approval or compliance with the sectoral conditions, as the case may be, provided that such investments do not result in a change in ownership leading to control of Indian companies by non-resident entities.

**Investment by Foreign Venture Capital Investors**

Recently, the RBI has further liberalized and rationalized the investment regime for Foreign Venture Capital Investors ( FVCIs ). In order to boost foreign investment in Indian startups, the RBI has permitted FVCIs to invest under an automatic in equity regime or under an equity-linked instrument or debt instrument of unlisted Indian companies in certain specified sectors and in Indian startups, irrespective of the sector in which the startup is engaged. There will be no restriction on transfers of any security or instrument held by FVCIs to any person residing inside or outside India.

**Overseas Investment**

Regulation 6 of the Notification No. FEMA.120/RB-2004 dated July 7, 2004 read together with Circular No. 1 dated July 3, 2014 as amended from time to time, issued by the RBI, provides that an Indian entity is permitted to invest in joint ventures or wholly owned subsidiaries abroad up to 400% of the net worth of the Indian entity as per its last audited financial statements. However, any financial commitment exceeding US\$ 1 billion or its equivalent in a financial year would require prior approval of the RBI even if the total financial commitment of the Indian entity is within 400% of the net worth as per its latest audited financial statements. Vide circular dated January 25, 2017, RBI prohibited Indian companies from making direct investments in an overseas entity (set up or acquired abroad directly, as a joint venture or a wholly-owned subsidiary, or indirectly, as a step-down subsidiary) located in the countries identified by the Financial Action Task Force as non-cooperative countries and territories or as notified by the RBI from time to time.

---

**Table of Contents**
**Taxation**

The following summary is based on the law and practice of the Indian Income Tax Act, 1961, (Income Tax Act), including the special tax regime contained in Sections 115AC and 115ACA of the Income Tax Act read with the Depository Receipts Scheme 2014. The Income Tax Act is amended every year by the Finance Act of the relevant year. Some or all of the tax consequences of Sections 115AC and 115ACA may be amended or changed by future amendments to the Income Tax Act.

We believe this information is materially complete as of the date hereof, however, this summary is not intended to constitute a complete analysis of the individual tax consequences to non-resident holders or employees under Indian law for the acquisition, ownership and sale of ADSs and equity shares.

*Residence.* For purposes of the Income Tax Act, an individual is considered to be a resident of India during any fiscal year if he or she is in India in that year for:

a period or periods amounting to 182 days or more; or

60 days or more and, within the four preceding years has been in India for a period or periods amounting to 365 days or more.

The period of 60 days referred to above shall be read as 182 days (i) in case of a citizen of India who leaves India in a fiscal year for the purposes of employment outside of India or (ii) in case of a citizen of India or a person of Indian origin living abroad who visits India and within the four preceding years has been in India for a period or periods amounting to 365 days or more.

A company is a resident of India if it is incorporated in India or its place of effective management (POEM) is in India during the year.

*Taxation of Distributions.* As per Section 10(34) of the Income Tax Act, dividends paid by Indian companies on or after April 1, 2003 to their shareholders (whether resident in India or not) are not subject to tax in the hands of shareholders. However, the Company paying the dividend is currently subject to a dividend distribution tax ( DDT ) of 15% on the total amount it distributes, declares or pays as a dividend, in addition to the normal corporate tax. Effective October 1, 2014, for the purposes of determining the tax on distributed profits, DDT is calculated on gross distributable surplus, thus the effective rate of DDT is 17.647% on the amount actually distributed as dividends to shareholders. The surcharge on DDT for domestic companies is 12% in addition to an additional surcharge called an education cess of 3% on such taxes and surcharge, based on which the effective tax on dividend distributed up to March 31, 2018 is 20.358%. Education Cess of 3% has been substituted with Health and Education Cess of 4% from April 2018, based on which the effective tax on dividend distributed after April 2018 will be 20.555%. Currently the holding company is not required to pay DDT on its dividend distributed (in the same fiscal year) to the extent the DDT has already been paid by its subsidiary (both domestic and foreign). There is an additional tax at the rate of 10% in the hands of non-corporate resident assessee having a dividend income in excess of 1 million per annum. The Finance Act, 2017 extended this additional tax of 10% to all resident assessee except domestic companies, 12AA exempt Trusts and certain other exempt institutions.

Any distributions of additional ADSs or equity shares to resident or non-resident holders will not be subject to tax under the Income Tax Act.





---

**Table of Contents**

*Taxation of Capital Gains.* The following is a brief summary of capital gains taxation of non-resident and resident holders in respect of the sale of ADSs and equity shares received upon redemption of ADSs. The relevant provisions are contained mainly in sections 45, 47(vii)(a), 115AC and 115ACA, of the Income Tax Act, 1961, in conjunction with the Depository Receipts Scheme 2014. Gains realized upon the sale of ADSs and listed shares that have been held for a period of more than twenty-four months and twelve months, respectively, are considered long-term capital gains. Gains realized upon the sale of ADSs and shares that have been held for a period of twenty-four months or less and twelve months or less, respectively, are considered short term capital gains. Capital gains are taxed as follows:

Gains from a sale of ADSs outside India, by a non-resident to another non-resident are not taxable in India.

Long-term capital gains realized by a resident holder from the transfer of the ADSs will be subject to tax at the rate of 10%. Short-term capital gains on such a transfer u/s 115AD of the Income Tax Act, 1961 will be taxed at graduated rates with a maximum of 30%.

Long-term capital gains realized by a non-resident upon the sale of equity shares obtained through the redemption of ADSs, or settlement of such sale being made off a recognized stock exchange, are subject to tax at a rate of 10% u/s 115AD of the Income Tax Act, 1961.

Long-term capital gains realized by a non-resident upon the sale of equity shares obtained through the redemption of ADSs, or settlement of such sale being made on a recognized stock exchange, is exempt from tax for sale executed before March 31, 2018 and the short-term capital gains on such sale will be taxed at 15%. An additional tax called Securities Transaction Tax, or STT (described in detail below) will be levied at the time of settlement. Finance Act 2018 has introduced a new section 112A effective April 01, 2018 - Long-term capital gains on such sale executed from April 1, 2018 will be taxable, subject to a threshold exemption of INR 100,000. However, the cost of acquisition would be taken as higher of actual cost and prevailing price as of January 31, 2018 (prevailing price would be restricted to the actual sale price if lower than the prevailing price as of January 31, 2018).

The Finance Act, 2015 has amended the law to compute the holding period of capital asset being share or shares of a company, acquired by a non-resident on redemption of GDR, from the date on which a request for redemption was made.

The Finance Act, 2017 has also introduced section 56(2)(x) to include that following shall be chargeable to Income tax as Income from other sources :

where any person receives, in any previous year, from any person or persons on or after the first day of April, 2017,

Any sum of money without consideration, the aggregate value of which exceeds fifty thousand rupees, the whole of the aggregate value of such sum.

(a) Any immovable property:

(A) Without consideration, the stamp duty value of which exceeds fifty thousand rupees, the stamp duty value of such property

-119-

**Table of Contents**

- (B) For a consideration which is less than the stamp duty value of the property by an amount exceeding fifty thousand rupees, the stamp duty value of such property exceeds such consideration
- (b) Any property, other than immovable property:
- (A) Without consideration, the aggregate fair market value of which exceeds fifty thousand rupees, the whole of the aggregate fair market value of such property.
- (B) For a consideration which is less than the aggregate fair market value of the property by an amount exceeding fifty thousand rupees, the aggregate fair market value of such property as exceeds such consideration.

In addition to the above, a surcharge as set forth below and an additional surcharge called an education cess of 3% (education cess has been substituted with Health and Education Cess of 4% effective financial year commencing April 1, 2018) is levied as follows:

<b>Category of person</b>	<b>Surcharge rates for FY 2016-17</b>	<b>Surcharge Rates for FY 2017-18</b>
Resident other than company	15%, if total income > 10 million 7%, if total income > 10 million and < 100 million	12%, if total income > 10 million 7%, if total income > 10 million and < 100 million
Resident company	12%, if total income > 100 million	12%, if total income > 100 million
Non Resident other than company	12%, if total income > 10 million 2%, if total income > 10 million and < 100 million	12%, if total income > 10 million 2%, if total income > 10 million and < 100 million
Foreign company	5%, if total income > 100 million	5%, if total income > 100 million

The above rates may be reduced by the applicable tax treaty in case of non-residents. The capital gains tax is computed by applying the appropriate tax rates to the difference between the sale price and the purchase price of the equity shares or ADSs. In the case of employees who receive shares allotted as part of a company's stock option plan, the purchase price shall be the fair market value which has been taken into account for the purpose of computing the perquisite on salaries. In 1992, the government allowed established Indian companies to issue foreign currency convertible bonds (FCCB). Effective April 2008, the conversion of FCCBs into shares or debentures of any company shall not be treated as a transfer and consequently will not be subject to capital gains tax upon conversion. Further, the cost of acquisition of the shares received upon conversion of the bond shall be the price at which the corresponding bond was acquired.

The value of shares/securities allotted under any Employees Stock Option Plan is treated as a perquisite in the hands of employees and will be taxed accordingly. The tax rate will vary from employee to employee with a maximum of 34.61% (subject to the prevailing tax rate slab) on the perquisite value. For any income arising before March 31, 2018, Education Cess has been substituted with Health and Education Cess @ 4% effective financial year commencing April 1, 2018 and hence the maximum tax rate applicable will be 34.944%. The perquisite value is calculated as the difference between the fair market value of the share / security on the date of exercise minus the exercise price.



**Table of Contents**

According to the Depository Receipts Scheme 2014, a non-resident holder's holding period for the purposes of determining the applicable Indian capital gains tax rate in respect of equity shares received in exchange for ADSs commences on the date of notice of the redemption by the depository to the custodian. For purposes of determining the holding period for a resident employee, the holding period starts from the date of allotment of such assets. Capital gains derived from the sale of subscription rights or other rights by a non-resident holder not entitled to an exemption under a tax treaty will be subject to Indian capital gains tax as per the domestic income tax law. If such subscription rights or other rights are deemed by the Indian tax authorities to be situated within India, the gains realized on the sale of such subscription rights or other rights will be subject to Indian taxation. The capital gains realized on the sale of such subscription rights or other rights, which will generally be in the nature of short term capital gains, will be subject to tax at variable rates with a maximum rate of 40% in the case of foreign companies and at graduated rate with a maximum of 30%, in the case of resident employees and non-resident individuals. In addition to this, there will be a surcharge levied as set forth on the table below and an additional surcharge called education cess of 3% in addition to the above tax and surcharge will be levied. (Refer table above for surcharge rates).

As per Section 55(2) of the Income Tax Act, the cost of any share (commonly called a bonus share) allotted to any shareholder without any payment and on the basis of such shareholder's share holdings, shall be nil. The holding period of bonus shares for the purpose of determining the nature of capital gains shall commence on the date of allotment of such shares by the company.

*Securities Transaction Tax (STT):* In respect of a sale and purchase of equity shares entered into on a recognized stock exchange, (i) both the buyer and seller are required to pay each a Securities Transaction Tax, or STT at the prescribed rates on the transaction value of the securities, if a transaction is a delivery based transaction (i.e. the transaction involves actual delivery or transfer of shares); and (ii) the seller of the shares is required to pay a STT at the prescribed rates on the transaction value of the securities, if the transaction is a non-delivery based transaction, i.e. a transaction settled without taking delivery of the shares. The STT rates are as follows:

<b>Taxable securities transaction</b>	<b>Rate</b>	<b>Payable by</b>
Purchase of an equity share in a company where	0.1%	Purchaser
(a) the transaction of such purchase is entered into in a recognized stock exchange; and		
(b) the contract for the purchase of such share is settled by the actual delivery or transfer of such share.		
Sale of an equity share in a company where	0.1%	Seller
(a) the transaction of such sale is entered into in recognized stock exchange; and		
(b) the contract for the sale of such share is settled by the actual delivery or transfer of such share.		
Sale of a unit of an equity oriented fund, where	0.001%	Seller
(a) the transaction of such sale is entered into in a recognized stock exchange; and		
(b) the contract for the sale of such unit is settled by the actual delivery or transfer of such unit.		
Sale of an equity share in a company or a unit of an equity oriented fund, where	0.025%	Seller
(a) the transaction of such sale is entered into in a recognized stock exchange; and		

(b) the contract for the sale of such share or unit is settled otherwise than by the actual delivery or transfer of such share or unit.

(a) Sale of an option in securities

0.017%

Seller

**Table of Contents**

<b>Taxable securities transaction</b>	<b>Rate</b>	<b>Payable by</b>
(b) Sale of an option in securities, where option is exercised	0.125%	Purchaser
(c) Sale of a futures in securities	0.01%	Seller
Sale of a unit of an equity oriented fund to the Mutual Fund.	0.00%	Seller

*Service tax:* Brokerage or commission paid to stock brokers in connection with the sale or purchase of shares is subject to a service tax at an effective rate of 15% up to June 30, 2017. Effective July 1, 2017, new levy of Goods and Services Tax (GST) is applicable on such brokerage or commission at an effective rate of 18%.

*Withholding Tax on Capital Gains.* Any gain realized by a non-resident or resident employee on the sale of equity shares is subject to Indian capital gains tax, which, in the case of a non-resident is to be withheld at the source by the buyer. However, as per the provisions of Section 196D(2) of the Income Tax Act, no withholding tax is required to be deducted by way of capital gains arising to Foreign Institutional Investors as defined in Section 115AD of the Income Tax Act on the transfer of securities defined in Section 115AD of the Income Tax Act.

*Buyback of Securities.* Indian companies are not subject to any tax on the buyback of their shares, if the shares are listed in a recognized stock exchange and the buyback transaction is executed in a recognized stock exchange. However, the shareholders will be taxed on any resulting gains. The company would be required to deduct the tax at source according to the capital gains tax liability of a non-resident shareholder. The Finance Act, 2013 has levied a tax of 20% against the company for consideration paid to shareholders (in excess of the initial subscription amount) towards buy-back of shares by an unlisted company u/s 115QA of the Income Tax Act, 1961.

As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head *Capital Gains*. Capital gains on buyback of shares are governed by the provisions of section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per provisions of section 48 of the Income Tax Act.

Short Term Capital Gain ( *STCG* ) (holding period less than or equal to 12 months) arising from buyback of listed equity shares (subjected to STT) would be subject to tax @ 15% under section 111A of the Income Tax Act. (Applicable for both Resident and Non Resident shareholder)

Long Term Capital Gain ( *LTCG* ) (holding period more than 12 months) arising from buyback of listed equity shares (subjected to STT) would be exempt under section 10(38) of the Income Tax Act. (Applicable for both Resident and Non Resident shareholder). Finance Act 2018 has introduced a new section 112A effective April 01, 2018. Long-term capital gains on such sale executed from April 01, 2018 will be taxable, subject to a threshold exemption of INR 100,000. However, the cost of acquisition would be taken as higher of actual cost and prevailing price as of January 31, 2018 (prevailing price would be restricted to the actual sale price if lower than the prevailing price as of January 31, 2018).

Non-resident shareholders can avail beneficial provisions of the applicable double taxation avoidance agreement ( *DTAA* ) entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

---

**Table of Contents**

If the shares are held as stock-in-trade by any of the shareholders of the Company, then the gains would be characterized as business income and taxable under the head Profits and Gains from Business or Profession. In such a case, the provisions of section 46A of the Income Tax Act will not apply.

**Resident Shareholders:**

- a) For individuals, Hindu Undivided family (HUF) Associate Of Person (AOP), Body Of Individual (BOI), profits would be taxable at slab rates.
- b) For persons other than stated in (a) above, profits would be taxable @ 30%.

No benefit of indexation by virtue of period of holding would be available in any case.

**Non Resident Shareholders:**

- a) Non-resident shareholders can avail beneficial provisions of the applicable double taxation avoidance agreement ( DTAA ) entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.
- b) Where DTAA provisions are not applicable:

For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates

For foreign companies, profits would be taxed in India @ 40%

For other non-resident shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, Surcharge, Education Cess and Secondary and Higher Education Cess are leviable (Please refer to surcharge table given above under Taxation of capital gains clause).

*Stamp Duty and Transfer Tax.* Upon issuance of the equity shares underlying our ADSs, companies will be required to pay a stamp duty of 0.1% per share of the issue price of the underlying equity shares. A transfer of ADSs is not subject to Indian stamp duty. However, upon the acquisition of equity shares from the depository in exchange for ADSs, the non-resident holder will be liable for Indian stamp duty at the rate of 0.25% of the market value of the ADSs or equity shares exchanged. A sale of equity shares by a non-resident holder will also be subject to Indian stamp duty at the rate of 0.25% of the market value of the equity shares on the trade date, although customarily such tax is borne by the transferee. Shares must be traded in dematerialized form. The transfer of shares in dematerialized form is currently not subject to stamp duty.



*Gift Tax and Estate Duty.* The Finance Act, 2017 has inserted a new section 56 (2)(x) with effect from April 1, 2017 to tax the receipt of any sum of money or any immovable property, by any person either without consideration or for an inadequate consideration for value exceeding 50,000 (Stamp duty value in case of immovable property) during the year. The same is exempt from tax if it is received from any relative, occasion of marriage, under a will or by way of inheritance, or in contemplation of death of the payer or donor. We cannot assure that these provisions will not be amended further in future. Non-resident holders are advised to consult their own tax advisors regarding this issue.

**Table of Contents**

*General Anti Avoidance Rule (GAAR):* The provisions of GAAR was included as part of Income Tax Act, 1961 under Chapter X-A consisting of sections 95 to 102, on April, 1 2014 and came into effect April 1, 2017. If any transaction is arranged to obtain a tax benefit and it falls under the certain conditions as specified in the GAAR provisions, the transaction shall be treated as impermissible avoidance arrangements or an arrangement with lack of commercial substance, the tax authorities after hearing to the tax payer and after obtaining due approvals from higher authority, can deny the tax benefit or a benefit under a tax treaty, in such manner as is deemed appropriate. Certain powers granted to tax authorities under GAAR provisions are as under:

- a) disregarding, combining or recharacterizing any step in, or a part or whole of an arrangement;
- b) treating an arrangement as if it had not been entered into or carried out;
- c) any equity may be treated as debt or vice versa,
- d) any accrual, or receipt of capital nature may be treated as revenue nature or vice versa,
- e) any expenditure, deduction, relief or rebate may be re-characterized.

*Minimum Alternative tax (MAT):* The Income Tax Act, 1961 (Act) introduced the provisions of MAT with effect from April, 1 2001, which require corporate assesses to pay minimum tax on book profit if it is higher than the tax computed based on regular provisions of the Income Tax Act, 1961. MAT is computed with certain minimal adjustment to book profit, in the form of exempt income, provision towards any diminution in the value of assets, appropriations etc. From April 2005 till March 2012 any income arising out of any business carried on in a Special Economic Zone as a developer or unit was not subject to MAT. From April, 1 2012, onwards even income arising out of any business carried on in a Special Economic Zone as a developer or unit is also subject to MAT. The effective rate of MAT is 21.34% (21.549% effective FY 2018-19). Where any tax is paid under MAT, such tax will be eligible for adjustment against regular income tax liability computed under the Act, for the following ten years as MAT credit. The Finance Act, 2017 increased the period for carry forward of MAT credit to 15 years from the present period of 10 years.

*Income computation and disclosure standards (ICDS):* Central Board of Direct Taxes (CBDT) notified ten ICDS applicable from FY 2015-16. These standards are to be adopted for computation of taxable income from business or profession or income from other sources under Income Tax Act 1961. These ICDS do not have any significant impact on the tax expense reported in the consolidated financial statements.

The stock broker is responsible for collecting the applicable service tax or GST from the shareholder and paying it to the relevant authority.

**PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO INDIAN AND THEIR LOCAL TAX CONSEQUENCES OF ACQUIRING, OWNING OR DISPOSING OF EQUITY SHARES OR ADSs.**



---

**Table of Contents****Material United States Federal Income Tax Consequences**

The following is a summary of the material U.S. federal income tax consequences that may be relevant with respect to the acquisition, ownership and disposition of equity shares or ADSs and is for general information only. This summary addresses the U.S. federal income tax considerations of U.S. holders. For purposes of this discussion, U.S. holders are citizens or residents of the United States, or corporations (or other entities treated as corporations for United States 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 U.S. persons in effect under U.S. Treasury Regulations or for which a U.S. court exercises primary supervision and a U.S. person has the authority to control all substantial decisions.

This summary is limited to U.S. holders who hold or will hold equity shares or ADSs as capital assets. In addition, this summary is limited to U.S. holders who are not residents in India for purposes of the Convention between the Government of the United States of America and the Government of the Republic of India for the avoidance of Double Taxation and the prevention of Fiscal Evasion with respect to taxes on income. If a partnership holds the equity shares or ADSs, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. A partner in a partnership holding equity shares or ADSs should consult its own tax advisor.

This summary does not address any tax considerations arising under the laws of any U.S. state or local or foreign jurisdiction, potential application of the Medicare contribution tax, or tax considerations under any U.S. non-income tax laws. In addition, this summary does not address tax considerations applicable to holders that may be subject to special tax rules, such as banks, insurance companies, regulated investment companies, real estate investment trusts, financial institutions, dealers in securities or currencies, tax-exempt entities, persons liable for alternative minimum tax, persons that will hold equity shares or ADSs as a position in a straddle or as part of a hedging or conversion transaction for tax purposes, persons holding ADSs or equity shares through partnerships or other pass-through entities, persons that have a functional currency other than the U.S. dollar or holders of 10% or more, by voting power or value, of the shares of our company. This summary is based on the tax laws of the United States as in effect on the date of this document and on United States Treasury Regulations in effect or, in some cases, proposed, as of the date of this document, as well as judicial and administrative interpretations thereof available on or before such date and is based in part on the assumption that each obligation in the deposit agreement and any related agreement will be performed in accordance with its terms. All of the foregoing is subject to change, which could apply retroactively and could affect the tax consequences described below.

**EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR WITH RESPECT TO THE U.S. FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF ACQUIRING, OWNING OR DISPOSING OF EQUITY SHARES OR ADSs.**

*Ownership of ADSs.* For U.S. federal income tax purposes, holders of ADSs generally will be treated as the owners of equity shares represented by such ADSs. Accordingly, the conversion of ADSs into equity shares generally will not be subject to United States federal income tax.

*Dividends.* Except for equity shares, the gross amount of any distributions of cash or property with respect to equity shares or ADSs will generally be included in income by a U.S. holder as foreign source dividend income at the time of receipt, which in the case of a U.S. holder of ADSs generally should be the date of receipt by the depository, to the extent such distributions are made from the current or accumulated earnings and profits (as determined under U.S. federal income tax principles) of our company. Such dividends will not be eligible for the dividends received

deduction generally allowed to corporate U.S. holders. To the extent, if any, that the amount of any distribution by our company exceeds our company's current and accumulated earnings and profits as determined under U.S. federal income tax principles, such excess will be treated first as a tax-free return of capital to the extent of the U.S. holder's tax basis in the equity shares or ADSs and thereafter as capital gain.

**Table of Contents**

Generally, dividends paid to U.S. corporations will not be eligible for dividend received deduction under Section 243 of IRS code. However, newly enacted Tax Reform Act provides for a 100% dividends received deduction ( DRD ) for the foreign-source portion of dividends received from specified 10% owned foreign corporations (generally, any foreign corporation other than a passive foreign investment company that is not also a controlled foreign corporation (CFC), with respect to which any domestic corporation is a U.S. shareholder) by domestic corporations that are US shareholders. For this purpose, an amount received by a domestic corporation that is treated as a dividend under section 1248 is treated as a dividend for purposes of the DRD (provided the holding period requirements are satisfied). In addition, if the gain is recognized by a lower tier Controlled Foreign Corporation and characterized as a dividend under section 964(e), then such amount is included in subpart F income for the year of the sale but the US shareholder can claim a DRD with respect to such amount. The DRD is available only to C corporations that are not regulated investment companies (RICs) or real estate investment trusts (REITs).

Subject to certain conditions and limitations, including the passive foreign investment company rules described below, dividends paid to non-corporate U.S. holders, including individuals, may be eligible for a reduced rate of taxation if we are deemed to be a qualified foreign corporation for United States federal income tax purposes.

A qualified foreign corporation includes a foreign corporation if (1) its shares (or, according to legislative history, its ADSs) are readily tradable on an established securities market in the United States, or (2) it is eligible for the benefits under a comprehensive income tax treaty with the United States. In addition, a corporation is not a qualified foreign corporation if it is a passive foreign investment company (as discussed below). Our ADSs are traded on the NYSE, an established securities market in the United States as identified by Internal Revenue Service guidance. We may also be eligible for benefits under the comprehensive income tax treaty between India and the United States.

**EACH U.S. HOLDER SHOULD CONSULT ITS OWN TAX ADVISOR REGARDING THE TREATMENT OF DIVIDENDS AND SUCH HOLDER'S ELIGIBILITY FOR REDUCED RATE OF TAXATION UNDER THE LAW IN EFFECT FOR THE YEAR OF THE DIVIDEND.**

Subject to certain conditions and limitations, Indian dividend withholding tax, if any, imposed upon distributions paid to a U.S. holder with respect to such holder's equity shares or ADSs generally should be eligible for credit against the U.S. holder's federal income tax liability. Alternatively, a U.S. holder may claim a deduction for such amount, but only for a year in which a U.S. holder does not claim a credit with respect to any foreign income taxes. The overall limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, distributions on equity shares or ADSs will be income from sources outside the United States and will generally be passive category income purposes of computing the United States foreign tax credit allowable to a U.S. holder. No foreign tax credit or deduction is allowed for taxes paid or accrued with respect to dividend that qualifies for the DRD. If dividends are paid in Indian rupees, the amount of the dividend distribution included in the income of a U.S. holder will be in the U.S. dollar value of the payments made in Indian rupees, determined at a spot exchange rate between Indian rupees and U.S. dollars applicable to the date such dividend is included in the income of the U.S. holder, regardless of whether the payment is in fact converted into U.S. dollars. Generally, gain or loss, if any, resulting from currency exchange fluctuations during the period from the date the dividend is paid to the date such payment is converted into U.S. dollars will be treated as U.S. source ordinary income or loss.

**Table of Contents**

*Sale or Exchange of Equity Shares or ADSs.* A U.S. holder generally will recognize gain or loss on the sale or exchange of equity shares or ADSs equal to the difference between the amount realized on such sale or exchange and the U.S. holder's adjusted tax basis in the equity shares or ADSs, as the case may be. Subject to the Passive Foreign Investment Company discussion below, such gain or loss will be capital gain or loss, and will be long-term capital gain or loss if the equity shares or ADSs, as the case may be, were held for more than one year. Gain or loss, if any, recognized by a U.S. holder generally will be treated as U.S. source passive category income or loss for U.S. foreign tax credit purposes. Capital gains realized by a U.S. holder upon sale of equity shares (but not ADSs) may be subject to tax in India, including withholding tax. See taxation Taxation of Distributions Taxation of Capital Gains. Due to limitations on foreign tax credits, however, a U.S. holder may not be able to utilize any such taxes as a credit against the U.S. holder's federal income tax liability.

*Backup Withholding Tax and Information Reporting.* Any dividends paid, or proceeds on a sale of, equity shares or ADSs to or by a U.S. holder may be subject to U.S. information reporting, and backup withholding, currently at a rate of 24%, may apply unless the holder is an exempt recipient or provides 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 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 Internal Revenue Service.

*Estate taxes.* An individual U.S. holder will have the value of the equity shares or ADSs held by such holder included in his or her gross estate for U.S. federal estate tax purposes. An individual holder who actually pays Indian estate tax with respect to the equity shares may, however, be entitled to credit the amount of such tax against his or her U.S. federal estate tax liability, subject to a number of conditions and limitations.

*Additional Tax on Investment Income.* U.S. holders that are individuals, estates or trusts and whose income exceeds certain thresholds are subject to a 3.8% tax on certain net investment income, including, among other things, dividends on, and capital gains from the sale or other taxable disposition of, equity shares or ADSs, subject to certain limitations and exceptions.

*Passive Foreign Investment Company.* A non-U.S. corporation will be classified as a passive foreign investment company for U.S. Federal income tax purposes if either:

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

on average for the taxable year by value, or, if it is not a publicly traded corporation and so elects, by adjusted basis, if 50% or more of its assets produce or are held for the production of passive income.

We do not believe that we satisfy either of the tests for passive foreign investment company status for the fiscal year ended March 31, 2018. However, because this determination is made on an annual basis and depends on a variety of factors (including the value of our ADSs), no assurance can be given that we were not considered a passive foreign investment company in a prior period, or that we will not be considered a passive foreign investment company for the current taxable year and/or future taxable years. If we were to be a passive foreign investment company for any taxable year, U.S. holders would be required to either:

pay an interest charge together with tax calculated at 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;

if an election is made to be a qualified electing fund (as the term is defined in relevant provisions of the U.S. tax laws), include in their taxable income their pro rata share of undistributed amounts of our income; or



## **Table of Contents**

if the equity shares are marketable and a mark-to-market election is made, mark-to-market the equity shares each taxable year and recognize ordinary gain and, to the extent of prior ordinary gain, ordinary loss for the increase or decrease in market value for such taxable year.

If we are treated as a passive foreign investment company, we do not plan to provide information necessary for the qualified electing fund election.

In addition, certain information reporting obligations may apply to U.S. holders if we are determined to be a PFIC.

THE ABOVE SUMMARY IS NOT INTENDED TO BE A COMPLETE ANALYSIS OF ALL TAX CONSEQUENCES RELATING TO OWNERSHIP OF EQUITY SHARES OR ADSs. YOU SHOULD CONSULT WITH YOUR OWN TAX ADVISORS REGARDING THE APPLICATION OF THE UNITED STATES FEDERAL INCOME TAX LAWS TO YOUR PARTICULAR CIRCUMSTANCES, AS WELL AS ANY ADDITIONAL TAX CONSEQUENCES RESULTING FROM AN INVESTMENT IN THE ADSs OR EQUITY SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF THE TAX LAWS OF ANY STATE, LOCAL OR NON-U.S. JURISDICTION, INCLUDING ESTATE, GIFT AND INHERITANCE LAWS.

## **Documents on Display**

This report and other information filed or to be filed by Wipro Limited can be inspected and copied at the public reference facilities maintained by the SEC at:

100 F Street, NE

Washington D.C, 20549

Copies of these materials can also be obtained from the Public Reference Section of the SEC, 100 F Street, NE., Washington D.C, 20549, at prescribed rates.

The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system.

Additionally, documents referred to in this Form 20-F may be inspected at our corporate offices which are located at Doddakannelli, Sarjapur Road, Bangalore, Karnataka, 560035, India.

## **Item 11. Quantitative and Qualitative Disclosures About Market Risk**

( in millions, except share data and where otherwise stated)

### **Market Risk**

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, foreign currency receivables, payables and loans and borrowings.



**Table of Contents**

Our exposure to market risk is a function of investment and borrowing activities and revenue generating activities in foreign currency. The objective of market risk management is to avoid excessive exposure of our earnings and equity to losses.

*Risk Management Procedures*

We manage market risk through a corporate treasury department, which evaluates and exercises independent control over the entire process of market risk management. Our corporate treasury department recommends risk management objectives and policies, which are approved by senior management and Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

**Components of Market Risk***Foreign currency risk*

We operate internationally and a major portion of our business is transacted in several currencies. Consequently, the Company is exposed to foreign exchange risk through receiving payment for sales and services in the United States and elsewhere, and making purchases from overseas suppliers in various foreign currencies. The exchange rate risk primarily arises from foreign exchange revenue, receivables, cash balances, forecasted cash flows, payables and foreign currency loans and borrowings. A significant portion of our revenue is in U.S. Dollars, United Kingdom Pound Sterling, Euros, Australian Dollars and Canadian Dollars while a large portion of our costs are in Indian Rupees. The exchange rates between the rupee and these currencies have fluctuated significantly in recent years and may continue to fluctuate in the future. Appreciation of the Indian Rupee against these currencies can adversely affect our results of operations.

We evaluate our exchange rate exposure arising from these transactions and enter into foreign currency derivative instruments to mitigate such exposure. We follow established risk management policies, including the use of derivatives like foreign exchange forward/option contracts to hedge forecasted cash flows denominated in foreign currency.

We have designated certain derivative instruments as cash flow hedges to mitigate the foreign exchange exposure of forecasted highly probable cash flows. We have also designated foreign currency borrowings as hedges against respective net investments in foreign operations.

As of March 31, 2017 and 2018, a 1 increase/decrease in the spot exchange rate of the Indian rupee with the U.S. dollar would result in approximately 1,155 ( 139 in statement of income and 1,016 in other comprehensive income) and 1,500 ( 414 in statement of income and 1,086 in other comprehensive income) decrease/increase, respectively, in the fair value of foreign currency dollar denominated derivative instruments.

*Interest rate risk*

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. Our investments are primarily in short-term investments, which do not expose it to significant interest rate risk. To manage our net exposure to interest rate risk relating to borrowings, we may enter into interest rate swap agreements, which allows us to exchange periodic payments based on a notional amount and agreed upon fixed and floating interest rates. Certain borrowings are also transacted at fixed interest rates. If interest rates were to increase by 100 bps from March 31, 2018, additional net annual interest expense on our floating rate borrowing would amount to

approximately 1,186

-129-

## **Table of Contents**

### *Credit risk*

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. To manage this, we periodically assess the financial reliability of customers, considering the financial condition, current economic trends, analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly. No single customer accounted for more than 10% of the accounts receivable as of March 31, 2017 and 2018 or for revenues for the years ended March 31, 2016, 2017 and 2018. There is no significant concentration of credit risk.

### *Counterparty risk*

Counterparty risk encompasses issuer risk on marketable securities, settlement risk on derivative and money market contracts and credit risk on cash and time deposits. Issuer risk is minimized by only buying securities in India which are at least AA rated by Indian rating agencies. Settlement and credit risk is reduced by the policy of entering into transactions with counterparties that are usually banks or financial institutions with acceptable credit ratings. Exposure to these risks are closely monitored and maintained within predetermined parameters. There are limits on credit exposure to any financial institution. The limits are regularly assessed and determined based upon credit analysis including financial statements and capital adequacy ratio reviews. The counterparties are primarily banks and financial institutions.

### *Liquidity risk*

Liquidity risk is defined as the risk that we will not be able to settle or meet our obligations on time or at a reasonable price. Our corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. As of March 31, 2018, our cash and cash equivalents are held with major banks and financial institutions. Please refer Liquidity and Capital Resources section of Item 5 for further details on assessment of our liquidity position.

## **Item 12. Description of Securities Other Than Equity Securities**

### **Item 12.A. Debt Securities**

Not applicable.

### **Item 12.B. Warrants and Rights**

Not applicable.

### **Item 12.C. Other securities**

Not applicable.

---

**Table of Contents****Item 12.D. American Depositary Shares****Item 12.D.1.**

Not applicable.

**Item 12.D.2.**

Not applicable.

**Item 12.D.3. Fees and Charges for Holders of American Depositary Receipts**

J. P. Morgan Chase Bank, N.A., as Depositary for the ADSs collects fees as provided in the Deposit Agreement, as mentioned below. The following is qualified in its entirety by reference to the Amendment No. 3 to the Deposit Agreement filed as Exhibit (a)(4) to the Form F-6 filed on May 30, 2017. The Depositary may charge, and collect from, (i) each person to whom ADSs are issued, including, without limitation, issuances against deposits of Shares, issuances in respect of Share Distributions, Rights and Other Distributions (as such terms are defined in paragraph (10)), issuances pursuant to a stock dividend or stock split declared by the Company, or issuances pursuant to a merger, exchange of securities or any other transaction or event affecting the ADSs or the Deposited Securities, and (ii) each person surrendering ADSs for withdrawal of Deposited Securities or whose ADSs are cancelled or reduced for any other reason, U.S.\$5.00 for each 100 ADSs (or portion thereof) issued, delivered, reduced, cancelled or surrendered (as the case may be). The Depositary may sell (by public or private sale) sufficient securities and property received in respect of Share Distributions, Rights and Other Distributions prior to such deposit to pay such charge. The following additional charges shall be incurred by the Holders, by any party depositing or withdrawing Shares or by any party surrendering ADSs and/or to whom ADSs are issued (including, without limitation, issuances pursuant to a stock dividend or stock split declared by the Company or an exchange of stock regarding the ADSs or the Deposited Securities or a distribution of ADSs pursuant to paragraph (10)), whichever is applicable (i) a fee of U.S.\$0.05 or less per ADS for any Cash distribution made pursuant to the Deposit Agreement, (ii) a fee of U.S.\$1.50 per ADR or ADRs for transfers made pursuant to paragraph (3) hereof, (iii) a fee for the distribution or sale of securities pursuant to paragraph (10) hereof, such fee being in an amount equal to the fee for the execution and delivery of ADSs referred to above which would have been charged as a result of the deposit of such securities (for purposes of this paragraph (7) treating all such securities as if they were Shares) but which securities or the net cash proceeds from the sale thereof are instead distributed by the Depositary to Holders entitled thereto, (iv) an aggregate fee of U.S.\$0.05 per ADS per calendar year (or portion thereof) for services performed by the Depositary in administering the ADRs (which fee may be charged on a periodic basis during each calendar year and shall be assessed against Holders as of the record date or record dates set by the Depositary during each calendar year and shall be payable at the sole discretion of the Depositary by billing such Holders or by deducting such charge from one or more cash dividends or other cash distributions), and (v) a fee for the reimbursement of such fees, charges and expenses as are incurred by the Depositary and/or any of the Depositary's agents (including, without limitation, the Custodian and expenses incurred on behalf of Holders in connection with compliance with foreign exchange control regulations or any law or regulation relating to foreign investment) in connection with the servicing of the Shares or other Deposited Securities, the sale of securities (including, without limitation, Deposited Securities), the delivery of Deposited Securities or otherwise in connection with the Depositary's or its Custodian's compliance with applicable law, rule or regulation (which fees and charges shall be assessed on a proportionate basis against Holders as of the record date or dates set by the Depositary and shall be payable at the sole discretion of the Depositary by billing such Holders or by deducting such charge from one or more cash dividends or other cash distributions). The Company will pay all other charges and expenses of the Depositary and any agent of the Depositary (except the Custodian) pursuant to agreements from time to time between the Company and the Depositary, except (i) stock transfer or other taxes and other governmental

charges (which are payable by Holders or persons depositing Shares), (ii) SWIFT, cable, telex and facsimile transmission and delivery charges incurred at the request of persons depositing, or Holders delivering Shares, ADRs or Deposited Securities (which are payable by such persons or Holders), (iii) transfer or registration fees for the registration or transfer of Deposited Securities on any applicable register in connection with the deposit or withdrawal of Deposited Securities (which are payable by persons depositing Shares or Holders withdrawing Deposited Securities; there are no such fees in respect of the Shares as of the date of the Deposit Agreement), and (iv) in connection with the conversion of foreign currency into U.S. dollars, JPMorgan Chase Bank, N.A. ( JPMorgan ) shall deduct out of such foreign currency the fees, expenses and other charges charged by it and/or its agent (which may be a division, branch or affiliate) so appointed in connection with such conversion. JPMorgan and/or its agent may act in principal for such conversion of its foreign currency. Such charges may at any time and from time to time be changed by agreement between the Company and the Depositary. For further details, see <https://www.adr.com>.

**Table of Contents**

The Depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

**Item 12.D.4. Fees Paid by Depositary to the Company**

J. P. Morgan, as Depositary, has agreed to reimburse certain reasonable expenses related to the Company's ADR Program and incurred by the Company in connection with the Program. During the year ended March 31, 2018, a contribution of US \$ 1,811,959.36 (net of TDS) was received from the Depositary towards the ADR program and other expenses.

-132-



---

**Table of Contents**

**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

Not applicable.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

Not applicable.

**Item 15. Controls and Procedures**

*Disclosure controls and procedures.*

Based on their evaluation as of March 31, 2018, our principal Chief Executive Officer and principal Chief Financial Officer have concluded that our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and that material information related to us and our consolidated subsidiaries is accumulated and communicated to our management, including the principal Chief Executive Officer and principal Chief Financial Officer, as appropriate, to allow timely decisions about required disclosure.

**MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the International Financial Reporting Standards and their interpretations ( IFRS ), as issued by the International Accounting Standard Board ( IASB ).

The Company's internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, as issued by the IASB and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.



## **Table of Contents**

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, with the participation of our principal Chief Executive Officer and principal Chief Financial Officer, assessed the effectiveness of internal control over financial reporting as of March 31, 2018. In conducting this assessment of internal control over financial reporting, management based criteria established in Internal Control Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management concluded that our internal control over financial reporting was effective as of March 31, 2018.

Our independent registered public accounting firm, Deloitte Haskins & Sells LLP, Chartered Accountants ( Deloitte ), has audited the consolidated financial statements in this Form 20-F, and as part of their audit, has issued its report, which is included in this Form 20-F, on the effectiveness of our internal control over financial reporting as of March 31, 2018.

## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of Wipro Limited

### **Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Wipro Limited and subsidiaries (the Company ) as of March 31, 2018, based on criteria established in *Internal Control Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2018, based on criteria established in *Internal Control Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the financial statements as of and for the year ended March 31, 2018, of the Company and our report dated June 28, 2018, expressed an unqualified opinion on those financial statements.

### **Basis of Opinion**

The Company s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management s Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered

necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

-134-

## **Table of Contents**

### **Definition and Limitations of Internal Control over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte Haskins & Sells LLP  
Bengaluru, India

June 28, 2018

*Change in internal controls over financial reporting.*

During the period covered by this Annual Report, there were no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

### **Compliance with the New York Stock Exchange Corporate Governance Rules**

The Company presently complies substantially with all the practices as described in the final Corporate Governance Rules and Listing Standards of the New York Stock Exchange as approved by the Securities and Exchange Commission on January 11, 2013 and codified in Section 303A of the NYSE Listed Company Manual.

A detailed compliance report with the final Corporate Governance rules of the New York Stock Exchange has been separately filed with the New York Stock Exchange.

### **Item 16A. Audit Committee Financial Expert**

The Audit Committee is responsible for reviewing reports of our financial results, audits, internal controls, and compliance with applicable laws and regulations. The committee selects the independent registered public accounting firm and approves all related fees and compensation and reviews their selection with the Board of Directors. The committee also reviews the services proposed to be performed by the independent registered public accounting firm to ensure their independence with respect to such services.



**Table of Contents**

Members of the committee are non-management directors who, in the opinion of the Company's Board of Directors, are independent as defined under the applicable rules of the NYSE. The Board has determined that Mr. Narayanan Vaghul qualifies as an Audit Committee Financial Expert as defined by the applicable rules of the SEC. Our Board has also determined that Mr. Narayanan Vaghul is an independent director under applicable NYSE rules and Rule 10A-3 under the Exchange Act.

**Item 16B. Code of Ethics**

Our Audit Committee has adopted a written Code of Ethics, as defined in Item 406 of Regulation S-K, applicable to our principal executive officer, principal financial officer, principal accounting officer and officers working in our finance, accounting, treasury, internal audit, tax, legal, purchase, financial analyst, investor relations functions, disclosure committee members, and senior management, as well as members of the Audit Committee and the Board of Directors. Our Code of Ethics is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com). We will post any amendments to, or waivers from, our Code of Ethics at that location on our website.

Our Audit Committee has also adopted an Ombuds process policy wherein it has established procedures for receiving, retaining and treating complaints received, and procedures for the confidential, anonymous submission by employees, former employees, consultants, vendors and service providers of complaints regarding questionable accounting or auditing matters, conduct which results in a violation of law by Wipro or in a substantial mismanagement of Company resources. Under this policy, our employees and others are encouraged to report questionable accounting matters, any reporting of fraudulent financial information to our shareholders, the government or the financial markets any conduct that results in a violation of law by Wipro to our management (on an anonymous basis, if they so desire). Likewise, under this policy, we have prohibited discrimination, retaliation or harassment of any kind against any employee who, based on the employee's reasonable belief that such conduct or practices have occurred or are occurring, reports that information or participates in an investigation. Our Ombuds process policy is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com).

We have adopted a Code of Business Conduct, applicable to all officers, directors and employees. Our Code of Business Conduct is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com). We have also adopted a Code of Conduct for Independent Directors as prescribed under the Indian Companies Act, 2013, which is available under the investor relations section on our website at [www.wipro.com](http://www.wipro.com).

**Item 16C. Principal Accountant Fees and Services**

Our Audit Committee charter requires us to obtain the prior approval of our audit committee on every occasion that we engage our principal accountants or their associated entities and on every occasion that they provide us with any non-audit services. At the beginning of each year, the Audit Committee reviews the proposed services, including the nature, type and scope of services contemplated and approves the related fees, to be rendered by these firms during the year. In addition, Audit Committee pre-approval is also required for those engagements that may arise during the course of the year that are outside the scope of the initial services and fees pre-approved by the Audit Committee.

The following table presents fees for professional audit services rendered by Deloitte for the audit of the Company's annual financial statements and fees billed for other services rendered by Deloitte for the year ended March 31, 2018. The fees for March 31, 2017 represent the fees for professional audit services rendered by KPMG for the audit of the Company's annual financial statements and fees billed for other services rendered by KPMG.





**Table of Contents**

	<b>Year ended March 31,</b>	
	<b>2017</b>	<b>2018</b>
	<b>( in millions)</b>	
Audit fees	115	62
Tax fees	68	52
All other fees	11	
Total	194	114

*Audit services:* comprise fees for professional services in connection with the audit of Company's annual consolidated financial statements and their attestation and report concerning internal control over financial reporting, audits of interim financial statements and other audit/ attestation services.

*Tax services:* comprise fees for tax compliance, tax assessment and tax planning services rendered. These services include assistance with research and development tax incentives in certain foreign jurisdictions, corporate tax services like assistance with foreign income tax, value added tax, transfer pricing study, government sales tax and equivalent tax matters in local jurisdictions and assistance with local tax authority reporting requirements for tax compliance purposes.

*Other services:* comprise fees for ISAE 3402 examination, assessment and certification of Capability Maturity Model Integration (CMMI) and other workshops rendered.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

We have not sought any exemption from the listing standards for Audit Committees applicable to us as foreign private issuer, pursuant to Rule 10(A)-3(d) of the Securities Exchange Act of 1934.

**Item 16E. Purchase of Equity Securities by the Issuer and Affiliated Purchasers**

None.

**Item 16F. Changes in Registrant's Certifying Accountant**

None.

**Item 16G. Corporate Governance**

Since our securities are listed on a national securities exchange, we are required to provide a concise summary of any significant ways in which our corporate governance practices differ from those followed by domestic companies under the listing standards of that exchange. Being a foreign private issuer, we are permitted to follow home country practice in lieu of the provisions of Section 303A of the NYSE Listed Company Manual, except that we are required to comply with the requirements of Sections 303A.06, 303A.11 and 303A.12(b) and (c) thereof. With regard to Section 303A.11, although the Company's required home country standards on corporate governance may differ from the NYSE listing standards, the Company's actual corporate governance policies and practices are generally in compliance with the NYSE listing standards applicable to domestic companies. Some of the key differences between the requirements in India as per the currently applicable listing regulations and those as per the NYSE Listing requirements are as follows:



**Table of Contents**

Listing Regulations with Indian stock exchanges require 50% of the Board of Directors to be independent directors if the Chairman of the Board is an executive director. In all other cases, it is 33.33%. On the other hand, NYSE listing requirements specify that a majority of the Board to must consist of independent directors.

Listing Regulations with Indian stock exchanges requires that a majority of the members of the Audit Committee be independent directors while the NYSE Listing requirements specifies that all the members of the Audit Committee must be independent directors.

A Shareholders Grievance Committee (Stakeholders Relationship Committee) is mandatory under Listing Regulations with stock exchanges. This is not a requirement under NYSE Listing requirements.

Criteria for determining directors to be independent also differs between the two countries listing requirements.

The other key practices followed in the home country as per home country laws are disclosed elsewhere in this report. As stated earlier, certain key changes have been prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, majority of which will be effective from April 1, 2019. Some or many of these amendments are likely to be different from the NYSE listing requirements.

**Item 16H. Mine Safety Disclosure**

Not Applicable.

---

**Table of Contents**

**Part III**

**Item 17. Financial Statements**

See Item 18.

**Item 18. Financial Statements.**

**Consolidated Statements and Other Financial Information**

**Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of Wipro Limited

**Opinion on the Financial Statements**

We have audited the accompanying consolidated statement of financial position of Wipro Limited and subsidiaries (the Company) as of March 31, 2018, the related consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the year ended March 31, 2018, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2018, and the results of its operations and its cash flows for the year ended March 31, 2018, in conformity with the International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of March 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated June 28, 2018, expressed an unqualified opinion on the Company's internal control over financial reporting.

**Basis of Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provide a reasonable basis for our opinion.

/s/ Deloitte Haskins & Sells LLP

Bengaluru, India

June 28, 2018

We have served as the Company's auditor since fiscal 2018.

-139-

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Equity holders

Wipro Limited:

We have audited the accompanying consolidated statement of financial position of Wipro Limited and its subsidiaries ( the Company ) as of March 31, 2017, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the years in the two-year period ended March 31, 2017. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2017, and the results of their operations and their cash flows for each of the years in the two-year period ended March 31, 2017, in conformity with International Financial Reporting Standards as issued by the International Accounting Standard Board.

/s/ KPMG

Bangalore, India

June 02, 2017, except as to Notes 17 and 25 which is as of June 28, 2018

Table of Contents**WIPRO LIMITED AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

( in millions, except share and per share data, unless otherwise stated)

	Notes	2017	As at March 31, 2018	2018 Convenience translation into US dollar in millions (unaudited) Refer Note 2(iii)
<b>ASSETS</b>				
Goodwill	5	125,796	117,584	1,806
Intangible assets	5	15,922	18,113	278
Property, plant and equipment	4	69,794	64,443	990
Derivative assets	15	106	41	1
Investments	7	7,103	7,668	118
Investment in equity accounted investee	7		1,206	19
Trade receivables	8	3,998	4,446	68
Deferred tax assets	17	3,098	6,908	106
Non-current tax assets		12,008	18,349	282
Other non-current assets	11	16,793	15,726	242
<b>Total non-current assets</b>		<b>254,618</b>	<b>254,484</b>	<b>3,910</b>
Inventories	9	3,915	3,370	52
Trade receivables	8	94,846	100,990	1,551
Other current assets	11			