

WIPRO UK Limited

Director's Report and Financial Statements

Year Ended

31 March 2020

Company Number 01396396

WIPRO UK Limited

Company Information

Director	R Phillips
Registered number	01396396
Registered office	Devonshire House 60 Goswell Road London EC1M 7AD
Independent auditor	BDO LLP 4 Atlantic Quay 70 York Street Glasgow G2 8JX
Bankers	Citibank, N.A. Cottons Centre Hays Lane London SE1 2QT

WIPRO UK Limited

Contents

	Page
Director's Report	1 - 2
Director's Responsibilities Statement	3
Independent Auditor's Report	4 - 6
Statement of Comprehensive Income	7
Balance Sheet	8
Statement of Changes in Equity	9 - 10
Notes to the Financial Statements	11 - 17

WIPRO UK Limited

Director's Report for the year ended 31 March 2020

The director presents his report and the financial statements for the year ended 31 March 2020.

Results and dividends

The loss for the year, after taxation, amounted to £244,000 (2019 - loss of £32,000).

No dividends have been paid or proposed in the financial year (2019 - £nil).

Director

R Phillips

Existence of branches of the company outside of the United Kingdom.

The company has a non-trading branch in Oman.

Post balance sheet events

The outbreak of COVID-19 in early 2020 has affected businesses and the economy around the world. The company does not have any post balance sheet events related to COVID-19 or other matters. The effect of COVID-19 has been considered below.

Going Concern

The directors of the company do not intend for the company to carry out any trading activity in the foreseeable future and therefore these financial statements have been prepared on a basis other than a going concern basis. No adjustments arose as a result of ceasing to apply the going concern basis as assets and liabilities will be collected or paid at their current book value.

The directors have considered the implications of COVID-19 on the company from a going concern perspective. As the company has no trade or forecast expenses the directors consider that COVID-19 has not affected the going concern position of the company as stated above.

Employee involvement

The company has held meetings at intervals during the period in accordance with established practice and at which there has been a dissemination and exchange of financial, trading and general information of particular concern to them. The nature and extent of employee communication is an important matter which is under continuous review.

Employment of disabled employees

The company has continued its policy of giving disabled persons equal, full and fair consideration for all job vacancies for which they offer themselves, having regard to their particular aptitudes and abilities. Appropriate training is arranged for disabled persons, including retraining for alternative work for employees who become disabled, to promote their career development within the organisation.

Disclosure of information to auditor

The director at the time when this director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware, and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

WIPRO UK Limited

Director's Report (continued) for the year ended 31 March 2020

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 11th June 2020 and signed on its behalf.



R Phillips
Director

Date : 11th June 2020

WIPRO UK Limited

Director's Responsibilities Statement for the year ended 31 March 2020

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. As explained in note 1 to the financial statements, the directors do not believe the going concern basis to be appropriate and, in consequence, these financial statements have not been prepared on that basis.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

WIPRO UK Limited

Independent Auditor's report to the members of WIPRO UK Limited

Opinion

We have audited the financial statements of WIPRO UK Limited ("the company") for the year ended 31 March 2020 which comprise the Statement of Comprehensive Income, the Balance Sheet and the Statement of Changes in Equity, and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter - Financial statements prepared on a basis other than going concern

We draw attention to Note 1.1 to the financial statements concerning the company's inability to continue as a going concern and that basis on which the financial statements have been prepared. On 31 March 2016 the company's trade and assets began being transferred to its parent company, Wipro Limited UK (Branch). The company has ceased trading. Accordingly, the financial statements have been prepared on a basis other than that of going concern as described in Note 1.1. Our opinion is not modified in this respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Director's report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

WIPRO UK Limited

Independent Auditor's report to the members of WIPRO UK Limited (continued)

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion;

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the Director's responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

WIPRO UK Limited

Independent Auditor's report to the members of WIPRO UK Limited (continued)

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Mark McCluskey (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Glasgow
United Kingdom

Date : 11th June 2020

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

WIPRO UK Limited

Statement of Comprehensive Income for the year ended 31 March 2020

	Note	2020 £000	2019 £000
Administrative expenses		(282)	(339)
Other operating income		-	14
Operating loss	2	(282)	(325)
Tax on loss	4	38	293
Loss for the financial year		(244)	(32)
Other comprehensive income for the year			
Foreign exchange movements on the retranslation of overseas branch		272	334
Other comprehensive income for the year		272	334
Total comprehensive income for the year		28	302

The notes on pages 11 to 17 form part of these financial statements.

WIPRO UK Limited
Registered number: 01396396

Balance Sheet
as at 31 March 2020

	Note	2020 £000	2019 £000
Current assets			
Debtors: amounts falling due within one year	5	13,052	10,621
Cash at bank and in hand	6	2,101	2,169
		<u>15,153</u>	<u>12,790</u>
Creditors: amounts falling due within one year	7	(13,623)	(11,288)
Net current assets		<u>1,530</u>	1,502
Total assets less current liabilities		<u>1,530</u>	1,502
Net assets		<u><u>1,530</u></u>	<u><u>1,502</u></u>
Capital and reserves			
Called up share capital	8	707	707
Share premium account		24	24
Other reserves		6,598	6,326
Profit and loss account		(5,799)	(5,555)
		<u>1,530</u>	<u>1,502</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on


R Phillips
Director

Date : 11th June 2020

The notes on pages 11 to 17 form part of these financial statements.

WIPRO UK Limited

Statement of Changes in Equity for the year ended 31 March 2020

	Called up share capital	Share premium account	Other reserves	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 April 2019	707	24	6,326	(5,555)	1,502
Comprehensive income for the year					
Loss for the year	-	-	-	(244)	(244)
Foreign exchange movements on the retranslation of overseas branch	-	-	272	-	272
Other comprehensive income for the year	-	-	272	-	272
Total comprehensive income for the year	-	-	272	(244)	28
Total transactions with owners	-	-	-	-	-
At 31 March 2020	707	24	6,598	(5,799)	1,530

The notes on pages 11 to 17 form part of these financial statements.

WIPRO UK Limited

Statement of Changes in Equity for the year ended 31 March 2019

	Called up share capital	Share premium account	Other reserves	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 April 2018	707	24	5,992	(5,523)	1,200
Comprehensive income for the year					
Loss for the year	-	-	-	(32)	(32)
Foreign exchange movements on the retranslation of overseas branch	-	-	334	-	334
Other comprehensive income for the year	-	-	334	-	334
Total comprehensive income for the year	-	-	334	(32)	302
Total transactions with owners	-	-	-	-	-
At 31 March 2019	707	24	6,326	(5,555)	1,502

The notes on pages 11 to 17 form part of these financial statements.

WIPRO UK Limited

Notes to the Financial Statements for the year ended 31 March 2020

1. Accounting policies

1.1 Basis of preparation of financial statements

WIPRO UK Limited is a private company, limited by shares and incorporated in England under the Companies Act 2006. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the Director's Report.

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires company management to exercise judgement in applying the company's accounting policies.

As at 31 March 2016, the company entered into an agreement to transfer certain employees and customer contracts to WIPRO Limited (UK Branch), its ultimate parent company. This transfer took place from 1 April 2016 onwards. This agreement was followed by transfers of fixed assets and assignment of leases.

The directors of the company do not intend for the company to carry out any trading activity in the foreseeable future and therefore these financial statements have been prepared on a basis other than a going concern basis. No adjustments arose as a result of ceasing to apply the going concern basis as assets and liabilities will be collected or paid at their current book value.

The directors have considered the implications of COVID-19 on the company from a going concern perspective. As the company has no trade or forecast expenses the directors consider that COVID-19 has not affected the going concern position of the company as stated above.

The figures in these financial statements have been rounded to the nearest pound.

The following principal accounting policies have been applied:

1.2 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

WIPRO UK Limited

Notes to the Financial Statements for the year ended 31 March 2020

1. Accounting policies (continued)

The company recognises revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectibility is reasonably assured.

The method of recognising the revenues and costs depends on the nature of the services rendered:

A. Time and material contracts

Revenues and costs relating to time and material contracts are recognised as the related services are rendered.

B. Fixed-price contracts

Revenues from fixed-price contracts are generally recognised pro rata over the period of the contract. In certain fixed price contracts such as systems development and integration contracts revenues are recognised using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. When total cost estimates exceed revenues in an arrangement, the estimated losses are recognised in the statement of profit and loss in the period in which such losses become probable based on the current contract estimates. Accrued income included in other current assets represent cost and earnings in excess of billings as at the balance sheet date. Deferred income included in other current liabilities represent billing in excess of revenue recognised.

C. Maintenance Contracts

Revenue from maintenance contracts is recognised pro rata over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognised on a straight-line basis over the specified period unless some other method better represents the stage of completion.

1.3 Leased assets: the company as lessee

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight line basis over the lease term.

1.4 Reserves

The company's reserves are as follows:

- Called up share capital reserve represents the nominal value of shares issued.
- The share premium account includes the premium of issue of equity shares, net of any issue costs.
- Other reserves represents capital gifts from Wipro Europe Limited, the intermediate parent company, in the years ended 1997 and 1998, partly repaid in subsequent years. The movement on other reserves relates to foreign exchange differences on the translation of the company's Oman branch results in the year. These reserves are available for distribution.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

WIPRO UK Limited

Notes to the Financial Statements for the year ended 31 March 2020

1. Accounting policies (continued)

1.5 Taxation

Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

1.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.7 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

1.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

1.9 Pension costs

Contributions to the company's defined contribution pension scheme are charged to the Statement of Comprehensive Income in the year in which they become payable.

WIPRO UK Limited

Notes to the Financial Statements for the year ended 31 March 2020

1. Accounting policies (continued)

1.10 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments, like loans and other accounts receivable and payable, are initially measured at present value of the future payments and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially and subsequently, at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and estimated recoverable value, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2. Operating profit/(loss)

The operating profit/(loss) is stated after charging:

	2020 £000	2019 £000
Fee's payable to the company's auditor for the audit of the company's annual accounts	3	3
(Gain)/loss on foreign exchange	(266)	310
	<u> </u>	<u> </u>

3. Employees

The average monthly number of employees, including directors, during the year was 1 (2019 - 1).

The was no remuneration paid to key management personnel (2019 - £Nil).

WIPRO UK Limited

Notes to the Financial Statements for the year ended 31 March 2020

4. Taxation

	2020 £000	2019 £000
Corporation tax		
Current tax on profits for the year	(38)	(84)
Adjustments in respect of previous periods	-	(213)
	<u>(38)</u>	<u>(297)</u>
Double taxation relief	-	(569)
	<u>(38)</u>	<u>(866)</u>
Foreign tax		
Foreign tax on income for the year	-	573
	-	573
Total current tax	<u>(38)</u>	<u>(293)</u>
Deferred tax		
Total deferred tax	<u>-</u>	<u>-</u>
Taxation on loss on ordinary activities	<u>(38)</u>	<u>(293)</u>

Factors affecting tax charge for the year

The tax assessed for the year differs from (2019 - differs from) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £000	2019 £000
Loss on ordinary activities before tax	<u>(282)</u>	<u>(325)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	(54)	(62)
Effects of:		
Other differences leading to a decrease in the tax charge	16	(231)
Total tax charge for the year	<u>(38)</u>	<u>(293)</u>

WIPRO UK Limited

Notes to the Financial Statements for the year ended 31 March 2020

5. Debtors

	2020 £000	2019 £000
Amounts owed by group undertakings	12,013	10,450
Other debtors	1,039	172
	<u>13,052</u>	<u>10,622</u>

6. Cash and cash equivalents

	2020 £000	2019 £000
Cash at bank and in hand	2,101	2,169
	<u>2,101</u>	<u>2,169</u>

7. Creditors: Amounts falling due within one year

	2020 £000	2019 £000
Amounts owed to group undertakings	12,574	11,224
Corporation tax	978	-
Other taxation and social security	55	56
Other creditors	16	8
	<u>13,623</u>	<u>11,288</u>

WIPRO UK Limited

Notes to the Financial Statements for the year ended 31 March 2020

8. Share capital

	2020 £000	2019 £000
Allotted, called up and fully paid		
706,725 Ordinary shares of £1 each	707	707

All ordinary shares rank pari passu.

9. Related party transactions

The company is a wholly owned subsidiary of WIPRO Europe Limited and has taken advantage of the exemption conferred by Section 33 of FRS 102 not to disclose transactions with WIPRO Europe Limited or other wholly owned companies within the group.

10. Post balance sheet events

The outbreak of COVID-19 in early 2020 has affected businesses and the economy around the world. The company does not have any post balance sheet events related to COVID-19 or other matters. The effect of COVID-19 has been considered in the Director's report.

11. Controlling party

The immediate parent company is WIPRO Europe Limited, a company incorporated in Great Britain. The ultimate parent company for the year ended 31 March 2020 was WIPRO Limited, a company incorporated in India and the financial statements of WIPRO UK Limited for the year ended 31 March 2020 have been consolidated within WIPRO Limited's financial statements. WIPRO Limited is the smallest and largest group for which consolidated financial statements are produced. The financial statements for WIPRO Limited and WIPRO Europe Limited are available at Devonshire House, 60 Goswell Road, London, EC1M 7AD and 5 Peel Park, Redwood Place, East Kilbride, Glasgow, G74 5PB respectively.