

Financial statements 2020/2021

Wipro Information Technology Netherlands B.V.
Hoogoorddreef 15
1101 BA Amsterdam

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Directors' report

General

Wipro Information Technology Netherlands B.V. (the Company) is a private company with limited liability (a wholly-owned subsidiary of Wipro IT Services UK Societas (formerly named Wipro IT Services SE), incorporated under the laws of the Netherlands on 24 December 2001, having its corporate seat in Amsterdam, with offices at Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands.

Summary of activities

The principle activities of the Company are to act as a holding and finance company, provide software, database and application development and internet services.

The subsidiaries of the Company are engaged in consultancy matters related to information technology in the retail market and BPO (Business Process Outsourcing) services.

Results

The Company had a net loss for 2020/2021 of EUR 1,412,615 (2019/2020: Net profit of EUR 638,314). Total assets for 2020/2021 amounts to EUR 146,535,845 (2019/2020: EUR 81,951,502) and total shareholders equity for 2020/2021 amounts to EUR 64,969,278 (2019/2020: EUR 50,671,975).

The result for 2020/2021 is made up of revenue from IT services of EUR 5,914,368 (2019/2020: EUR 17,700,940), interest and similar income of EUR 878,491 (2019/2020: EUR 190,735), interest and similar expenses of EUR 339,002 (2019/2020: EUR 693,274), and cost of services provided of EUR 5,018,499 (2019/2020: EUR 15,925,407).

During the period, activities and results of the Company developed mostly in line with the expectations.

Investments

During the year under review, the Company contributed EUR 44,200,000 in Wipro Portugal S.A., EUR 17,000,000 in Wipro do Brasil Tecnologia Ltda, EUR 11,550,000 in Wipro Technologies GmbH and EUR 2,112,480 in Wipro Technologies W.T. Sociedad Anonima.

Financing

The Company did not acquire any new loans and continued to redeem its external and shareholders loans in line with the agreed schedules. During the year under review, additional share capital was issued and paid up by the shareholder in the amount of EUR 15,709,918. It is not expected that additional financing is needed in the coming year.

Directors' report

Payroll

The Company has no employees during 2020/2021 (2019/2020: Nil).

Research and development

The Company did not have any research and development activities.

Risks management

The Company's activities expose it to market risk, liquidity risk and credit risk.


The Company's risk management is carried out by a central treasury department (of the group) under policies approved by the group board of directors. The group board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk and investment of excess liquidity.


Economic outlook

As per above, in 2020/2021, the Company made loss which is in line with expectation.

As a result of the worldwide outbreak of the Coronavirus, drastic measures have been taken by the Dutch government to control the spread of this virus. These measures and possible further measures are expected to have important financial consequences for companies in the Netherlands. Consequences are not clear at this time. The measures taken by the Dutch government may have an impact on the development of net turnover and thus the development of the result of the Company. This can also put pressure on the financial position (liquidity and solvency) of the Company, resulting in a possible (serious) uncertainty about the going concern assumption. The Dutch government has taken a wide range of measures to support companies and additional measures may still be taken. Due to the financial position of the Company at the balance sheet date and given the positive impact of government support measures that will limit the negative financial consequences of the Coronavirus outbreak, the board of the Company considers a sustainable continuation of the business operations not impossible. The annual accounts are therefore prepared on the assumption of continuity of the Company.

Amsterdam, 27 May 2021

Anand Bhugra 
IQ EQ Management (Netherlands) B.V.
Managing director


T. Spijkerman
Managing director

Financial statements

Balance sheet as at 31 March 2020

(After appropriation of result)

	Note	31 Mar 2021		31 Mar 2020	
		EUR	EUR	EUR	EUR
ASSETS					
FIXED ASSETS					
Financial fixed assets					
Participations in group companies	1	127,029,282		54,279,283	
Associate receivables		-		11,341,718	
			127,029,282		65,621,001
CURRENT ASSETS					
Receivables					
Trade debtors	2	5,666,884		8,638,249	
Receivables from group companies		13,815,774		7,692,252	
Prepayments		7,377		-	
Cash at banks and in hand		16,528		-	
			19,506,563		16,330,501
			146,535,845		81,951,502
LIABILITIES					
SHAREHOLDERS EQUITY					
Paid-in and called-up share capital	3	37,755,918		22,046,000	
Share Premium		4,141,242		4,141,242	
Other reserves		23,072,118		24,484,733	
			64,969,278		50,671,975
LONG-TERM LIABILITIES					
Amounts due to group companies	4	-		5,434,850	
Amounts due to associates		-		14,196,590	
			-		19,631,440
SHORT-TERM LIABILITIES					
Amounts due to associates	5	14,040,685		4,415,205	
Amounts owed to equity holders		57,496,806			
Trade creditors		569,923		5,764,610	
Taxes payable		1,171,491		1,394,782	
Other liabilities		8,287,662		73,490	
			81,566,567		11,648,087
			146,535,845		81,951,502

Profit and loss account for the year 2020/2021

	Note	2020/2021		2019/2020	
		EUR	EUR	EUR	EUR
Net turnover	7	5,914,368		17,700,940	
Cost of services	7	(5,018,499)		(15,925,407)	
Gross margin			895,869		1,775,533
Administrative expenses	8	(578,861)		(261,708)	
Operating result			317,008		1,513,825
Interest income and similar income	9	878,491		190,735	
Interest expense and similar expense	10	(339,002)		(693,274)	
Financial expense	11	(2,112,841)		(56,951)	
Dividend received from participations	12	43,256		-	
Operating result after finance result			(1,213,088)		954,335
Taxation	13		(199,527)		(316,021)
Net result for the year			(1,412,615)		638,314

Cash flow statement for the year 2020/2021

	2020/2021		2019/2020	
	EUR	EUR	EUR	EUR
Cash flow from operating activities				
Result after taxation profit/(loss)		(1,412,615)		638,314
<i>Adjustments for:</i>				
Depreciation, amortisation and other impairments	2,112,841		56,951	
Interest received	(228,317)		(190,735)	
Interest expense	339,002		439,220	
Dividends received	(43,256)		-	
Foreign exchange movements	(670,030)		245,861	
Corporate income tax paid	(199,527)		(316,021)	
		1,310,713		235,275
<i>Movements in working capital:</i>				
Decrease /(increase) in trade and other receivables	8,183,090		5,442,770	
Increase /(decrease) in trade and other payables	54,796,192		(1,675,003)	
		62,979,281		3,767,767
Net cash generated from /(used in) operating		62,877,380		4,641,356

Cash flow statement for the year 2020/2021

	<u>2020/2021</u>		<u>2019/2020</u>	
	EUR	EUR	EUR	EUR
Cash flow from investment activities				
Capital contribution to existing investments	(74,862,840)		(1,800,458)	
Loan advances	-		(3,000,000)	
Dividends received	43,256		-	
Interest received	228,317		190,735	
Net cash generated from investment activities		(74,591,267)		(4,609,723)
Cash flow from financing activities				
Proceeds from borrowings	61,956		423,360	
Repayment on borrowings	(4,380,460)		(894,213)	
Proceeds from issuance of share capital	15,709,918		-	
Interest paid	339,002		439,220	
Net cash generated from financing activities		11,730,416		(31,633)
Net increase/(decrease) in cash at banks and in hand		<u>16,528</u>		<u>-</u>
The movement in cash at banks and in hand can be specified as follows:				
Balance as at 1 April		-		-
Movements during the financial year		16,528		-
Balance as at 31 March		<u>16,528</u>		<u>-</u>

General notes

1 General

1.1 Registered office, legal form and registration number at the Chamber of Commerce

Wipro Information Technology Netherlands B.V. (the Company) is a private company with limited liability (a wholly-owned subsidiary of Wipro IT Services UK Societas (formerly named Wipro IT Services SE), incorporated under the laws of the Netherlands on 24 December 2001, having its corporate seat in Amsterdam, with offices at Hoogoorddreef 15, 1101 BA Amsterdam, the Netherlands.

The Company is registered at the Chamber of Commerce under number 34167218.

1.2 Activities

The principal business activities of the Company, and its subsidiaries are:

- to act as holding and finance company
- to provide software, database and application development, and internet services
- subsidiaries are engaged in consultancy matters related to information in the retail market and BPO (Business Process Outsourcing) services.

1.3 Group structure

The Company is part of Wipro Limited, India (WIPRO group) which is the head of the group. The financial statements of the Company and its subsidiaries are included in the consolidated financial statements of Wipro Limited, India.

1.4 Going concern

The equity of the Company amounts to EUR 64,969,278 as at 31 March 2021 (31 March 2020: EUR 50,671,975).

The accounting policies used are based on the going concern assumption. However, as a result of the worldwide outbreak of the Coronavirus, drastic measures have been taken by the Dutch government to control the spread of this virus. These measures and possible further measures are expected to have important financial consequences for companies in the Netherlands. Consequences are not clear at this time. The measures taken by the Dutch government may have an impact on the development of net turnover and thus the development of the result of the Company. This can also put pressure on the financial position (liquidity and solvency) of the Company, resulting in a possible (serious) uncertainty about the going concern assumption. The Dutch government has taken a wide range of measures to support companies and additional measures may still be taken. Due to the financial position of the Company at the balance sheet date and given the positive impact of government support measures that will limit the negative financial consequences of the Coronavirus outbreak, the board of the Company considers a sustainable continuation of the business operations not impossible. The annual accounts are therefore prepared on the assumption of continuity of the Company.

1.5 Consolidation exemption

Consolidated accounts are not presented as the Company has availed itself of the exemption provisions of Article 408.1, Title 9 Book 2 of the Dutch Civil Code. Accordingly, the consolidated annual report of Wipro Limited for the year ended 31 March 2021, which include the financial statements of the Company and its subsidiaries, will be filed with the Chamber of Commerce of Amsterdam.

1.6 Related parties

All legal entities that can be controlled, jointly controlled or significantly influenced are considered to be a related party. Also entities which can control the Company are considered to be a related party. In addition, statutory directors, other key management of the Company or the ultimate parent company are regarded as related parties.

Transactions with related parties are disclosed in the notes. The nature, extent and other information is disclosed if this is necessary in order to provide the required insight.

1.7 Accounting policies for the cash flow statement

The cash flow statement has been prepared using the indirect method. Cash flows denominated in foreign currencies have been translated at average estimated exchange rates. Exchange differences affecting cash items are shown separately in the cash flow statement. Income taxes are included in cash from operating activities. Dividends and interest received are included in cash from investing activities and interest paid in financing activities.

Dividends paid are recognised as cash used in financing activities. Transactions not resulting in inflow or outflow of cash, are not recognised in the cash flow statement.

2 General accounting principles

2.1 General

The financial statements have been prepared in accordance with the provisions of Title 9, Book 2 of the Dutch Civil Code and the Dutch Accounting Standards applicable for medium legal entities, as published by the Dutch Accounting Standards Board ('Raad voor de Jaarverslaggeving').

Valuation of assets and liabilities and determination of the result take place under the historical cost convention, unless presented otherwise.

Income and expenses are accounted for on accrual basis. Profit is only included when realized on balance sheet date. Liabilities and any losses originating before the end of the financial year are taken into account when they have become known before preparation of the financial statements.

2.2 Comparison with previous year

The principles of valuation and determination of the result remained unchanged in comparison to previous year.

2.3 Foreign currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company carries out most of its activities (the functional currency).

The financial statements of the Company are presented in EUR, which is the functional and presentation currency of the Company.

2.4 Transactions, receivables and liabilities

Transactions in foreign currency during the financial year are recognized in the financial statements at the exchange rates prevailing at transaction date. The exchange differences resulting from the translation as at balance sheet date are recorded in the profit and loss account.

3 Principles of valuation of assets and liabilities

3.1 Financial fixed assets

3.1.1 Participations

The participations have been valued at cost price. If the equity value of the participation is lower than the cost price, this valuation is adjusted accordingly, provided that the management considers this to be a permanent diminution in value.

Net asset value of the participations is not presented as the Company's management is of the opinion that, in the light of the aforementioned application of Article 408, disclosure of such information would not enhance the insight into the Company's financial position and results already provided by these accounts together with the consolidated accounts of Wipro Limited.

3.2 Impairment of non-current assets

On each balance sheet date, the Company assesses whether there are any indications that a fixed asset may be subject to impairment. If there are such indications, the realisable value of the asset is determined. If it is not possible to determine the realisable value of the individual asset, the realisable value of the cash-generating unit to which the asset belongs is determined.

An impairment occurs when the carrying amount of an asset is higher than the realisable value; the realisable value is the higher of the realisable value and the value in use. An impairment loss is directly recognised in the profit and loss account while the carrying amount of the asset concerned is concurrently reduced.

If it is established that an impairment that was recognised in the past no longer exists or has reduced, the increased carrying amount of the asset concerned is set no higher than the carrying amount that would have been determined if no impairment value adjustment for the asset concerned had been reported. An impairment of goodwill cannot be reversed.

3.3 Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost. If payment of the receivable is postponed under an extended payment deadline, fair value is measured on the basis of the discounted value of the expected revenues. Interest gains are recognised using the effective interest method. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables.

3.4 Cash at banks and in hand

Cash at banks and in hand represent cash in hand, bank balances and deposits with terms of less than twelve months. Overdrafts at banks are recognised as part of debts to lending institutions under current liabilities. Cash at banks and in hand is carried at nominal value.

3.5 Provisions

Provisions are measured at the best estimate of the amount that is necessary to settle the obligation as per the balance sheet date. Provisions for pension are valued on the basis of actuarial principles. The other provisions are carried at the nominal value of the expenditure that is expected to be necessary in order to settle the obligation, unless stated otherwise.

If obligations are expected to be reimbursed by a third party, such reimbursement is included as an asset in the balance sheet if it is probable that such reimbursement will be received when the obligation is settled.

3.7 Current liabilities

On initial recognition current liabilities are recognised at fair value. After initial recognition current liabilities are recognised at the amortised cost price, being the amount received, taking into account premiums or discounts, less transaction costs. This usually is the nominal value.

4 Principles for the determination of the result

4.1 General

The result is the difference between the realisable value of the services provided and the costs and other charges during the year. The results on transactions are recognised in the year in which they are realised.

4.2 Financial income and expense

4.2.1 Interest income and interest expenses

Interest income and expenses are recognised on a pro rata basis, taking into account the effective interest rate of the assets and liabilities to which they relate. In accounting for interest expenses, the recognised transaction expenses for loans received are taken into consideration.

4.2.2 Currency translation differences

Currency translation differences arising upon the settlement or conversion of monetary items are recognised in the income statement in the period that they are realised, unless hedge accounting is applied.

4.3 Income tax

Tax on the result is calculated based on the result before tax in the income statement, taking account of the losses available for set-off from previous financial years (to the extent that they have not already been included in the deferred tax assets) and exempt profit components and after the addition of non-deductible costs. Due account is also taken of changes which occur in the deferred tax assets and deferred tax liabilities in respect of changes in the applicable tax rate.

5 Financial instruments and risk management

5.1 Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

The Company's risk management is carried out by a central treasury department (of the WIPRO group) under policies approved by the Group board of directors. The Group board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk and investment of excess liquidity.

5.2 Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortized cost.

The finance function department of the Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due.

5.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Group management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting the Company's cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

5.4 Market risk

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, foreign currency receivables, payables and loans and borrowings.

The Group manages market risk through a central treasury department (of the WIPRO group) under policies approved by the Group board of directors, which evaluates and exercises control over the entire process of market risk management. 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.

Notes to the financial statements as at 31 March 2021

1 Financial fixed assets

A summary of the financial fixed assets is included below:

Participations in group companies

	<u>31 Mar 2021</u>	<u>31 Mar 2020</u>
	EUR	EUR
Wipro Portugal S.A.	49,331,207	5,131,207
Wipro Technology Chile SpA	3,878,137	3,878,137
Wipro Technologies Ltd.	222	222
Wipro do Brasil Tecnologia Ltda	27,686,089	10,686,089
Wipro Outsourcing Services (Ireland) Ltd	1,000	1,000
Wipro Technologies VZ, C.A.	1	1
Wipro Technologies Argentina S.A.	182,997	182,997
Wipro Technologies GmbH	13,878,750	2,328,750
Wipro Gulf LLC	5,541	5,541
Wipro Information Technology Egypt S.A.E.	3	3
Wipro Poland Sp Zoo	108	108
Wipro (Thailand) Co Ltd	700	700
Wipro Information Technology Kazakhstan LLP	118,957	118,957
Wipro Solutions Canada Limited	22,327,734	22,327,734
Wipro Technologies Peru S.A.C.	519,372	519,372
Wipro IT Services Ukraine LLC	1	1
Wipro do Brasil Sistemas de Informatica Ltda	1	1
Wipro Technologies W.T. Sociedad Anonima	1	2
Wipro do Brasil Serviços de Tecnologia Ltda	9,098,461	9,098,461
	<u>127,029,282</u>	<u>54,279,283</u>

Associate receivables

Long term loan Wipro Technology Chile SpA	-	27,500
Long term loan Wipro Technologies GmbH	-	8,300,000
Long term loan Designit Denmark A/S	-	3,014,218
	<u>-</u>	<u>11,341,718</u>

Notes to the financial statements as at 31 March 2021

As at 31 March 2021

Subsidiaries	Place, Country	Valuation method	Share in issued capital %
Wipro Portugal S.A.	Mala, Portugal	cost price	100.000
Wipro Technology Chile SpA	Santiago de Chile	cost price	100.000
Wipro Technologies Ltd.	Moscow, Russia	cost price	99.990
Wipro do Brasil Tecnologia Ltda	Curitiba, Brazil	cost price	97.417
Wipro Outsourcing Services (Ireland) Ltd	Clare, Ireland	cost price	100.000
Wipro Technologies VZ, C.A.	Estado Miranda, Venezuela	cost price	99.000
Wipro Information Technology Kazakhstan LLP	Atyrau, Kazakhstan	cost price	100.000
Wipro Solutions Canada Limited	Toronto, Canada	cost price	100.000
Wipro Technologies Peru S.A.C.	Lima, Peru	cost price	99.980
Wipro Technologies W.T. Sociedad Anonima	San José, Costa Rica	cost price	100.000
Wipro do Brasil Serviços de Tecnologia Ltda	Santana de Parnaíba, Brazil	cost price	100.000

Other equity interests	Place, Country	Valuation method	Share in issued capital %
Wipro Technologies Argentina S.A.	Buenos Aires, Argentina	cost price	5.000
Wipro Technologies GmbH	Kempen, Germany	cost price	15.000
Wipro Gulf LLC	Sultanate of Oman	cost price	0.100
Wipro Information Technology Egypt S.A.E.	Gize, Egypt	cost price	0.012
Wipro Poland Sp Zoo	Wroclaw, Poland	cost price	1.000
Wipro (Thailand) Co Ltd	Bangkok, Thailand	cost price	0.027
Wipro IT Services Ukraine LLC	Kyiv, Ukraine	cost price	0.010
Wipro do Brasil Sistemas de Informatica Ltda	São Paulo, Brazil	cost price	1.000

Notes to the financial statements as at 31 March 2021

Movements in financial assets can be broken down as follows:

	Investment in subsidiaries	Other equity interests	Associate receivables	Total
	EUR	EUR	EUR	EUR
Balance as at 1 April 2019	40,914,474	11,614,169	8,327,500	60,856,143
Capital contribution to existing investments	1,800,458	-	-	1,800,458
Loan advances	-	-	3,014,218	3,014,218
Impairments	(49,818)	-	-	(49,818)
Balance as at 31 March 2020	42,665,114	11,614,169	11,341,718	65,621,001

	Investment in subsidiaries	Other equity interests	Associate receivables	Total
	EUR	EUR	EUR	EUR
Balance as at 1 April 2020	42,665,114	11,614,169	11,341,718	65,621,001
Capital contribution to existing investments	63,312,840	11,550,000	-	74,862,840
Loan advances	-	-	-	-
Impairments	(2,112,841)	-	-	(2,112,841)
Reclassification of long term loans to short term loans	-	-	(11,341,718)	(11,341,718)
Balance as at 31 March 2021	103,865,113	23,164,169	-	127,029,282

The Associate receivables consisted of long term loans to related parties which have been reclassified to short term loans.

Notes to the financial statements as at 31 March 2021

2 Receivables

	<u>31 Mar 2021</u>	<u>31 Mar 2020</u>
	EUR	EUR
Trade debtors	5,666,884	8,638,249
Receivables from group companies	13,815,774	7,692,252
Prepayments	7,377	-
	<u>19,490,035</u>	<u>16,330,501</u>

The fair value of the receivables approximates the carrying amount due to their short-term character and the fact that provisions for bad debt are recognised, where necessary. All receivables are due within one year.

2.1 Trade debtors

	<u>31 Mar 2021</u>	<u>31 Mar 2020</u>
	EUR	EUR
Trade debtors	5,666,884	8,638,249
	<u>5,666,884</u>	<u>8,638,249</u>

Trade debtors are expected to be recovered in full, therefore no provision for bad debt has been made.

2.2 Receivables from group companies

The receivables from group companies are as per below:

Receivables from group companies relate to cash payments made to the shareholder, Wipro IT Services UK Societas (formerly named Wipro IT Services SE) in terms of euro cash pool agreement. The balance on 31 March 2021 include a payment made in this regard in the amount of EUR 2,388,734.

A loan to Wipro Technology Chile SpA for a maximum amount of EUR 27,500. The principal balance outstanding as at 31 March 2021 amounts to EUR 27,500 and accrued interest of EUR 920. The loan bear interest at 12-month EUR Libor rate plus 200 basis points and matures on 13 September 2021. There is no obligation on the borrower to provide security on the loan.

A loan to Wipro Technologies GmbH exists for a maximum amount of EUR 8,500,000. The principal balance outstanding as at 31 March 2021 amounts to EUR 8,300,000 and accrued interest of EUR 82,027. The loans bear interest at 12-month EUR Libor rate plus 200 basis points (EUR Libor considered 0, if negative) and matures on 31 March 2021. There is no obligation on the borrower to provide security on the loan.

A loan to Designit Denmark A/S for a maximum amount of EUR 3,000,000. The principal balance outstanding as at 31 March 2021 amounts to EUR 3,000,000 and accrued interest of EUR 15,123. The loans bear interest at 12-month EUR Libor rate plus 200 basis points (EUR Libor considered 0, if negative) and matures on 31 March 2021. There is no obligation on the borrower to provide security on the loan.

Notes to the financial statements as at 31 March 2021

3 Shareholders equity

3.1 Share capital

The paid in and called-up share capital of the Company amounts to EUR 37,755,918, divided into 37,755,918 ordinary shares of EUR 1 each. 37,755,918 ordinary shares have been paid in and called-up.

3.2 Appropriation of result

As proposed by the Company board of directors, the result for the financial year 2021 amounting to loss of EUR 1,412,615 has been transferred to the other reserve.

The movements in shareholders equity for the year can be specified as follows:

	Share capital	Share premium	Other reserves	Total
	EUR	EUR	EUR	EUR
Balance as at 1 April 2019	22,046,000	4,141,242	23,846,419	50,033,661
Appropriated result for the year	-	-	638,314	638,314
Balance as at 31 March 2020	<u>22,046,000</u>	<u>4,141,242</u>	<u>24,484,733</u>	<u>50,671,975</u>
	Share capital	Share premium	Other reserves	Total
	EUR	EUR	EUR	EUR
Balance as at 1 April 2020	22,046,000	4,141,242	24,484,733	50,671,975
Additional share capital	15,709,918	-	-	15,709,918
Appropriated result for the year	-	-	(1,412,615)	(1,412,615)
Balance as at 31 March 2021	<u>37,755,918</u>	<u>4,141,242</u>	<u>23,072,118</u>	<u>64,969,278</u>

Notes to the financial statements as at 31 March 2021

4 Non-current liabilities

	Balance as at 31 March 2020	Balance as at 31 March 2019	Remaining maturity > 1 year	Remaining maturity > 5 years
	EUR	EUR	EUR	EUR
Associates payables	14,196,590	18,380,460	15,384,653	-
Amounts owed to equity holders	5,434,850	5,011,490	5,434,850	-
	19,631,440	23,391,950	20,819,503	-
	Balance as at 31 March 2021	Balance as at 31 March 2020	Remaining maturity > 1 year	Remaining maturity > 5 years
	EUR	EUR	EUR	EUR
Associates payables	-	14,196,590	-	-
Amounts owed to equity holders	-	5,434,850	-	-
	-	19,631,440	-	-

The Associate payables consisted of long term loans to related parties which have been reclassified to short term loans.

Repayment obligations falling due within 12 months from the end of the financial year, as set out above, are included in current liabilities.

Notes to the financial statements as at 31 March 2021

5 Current liabilities

	<u>31 Mar 2021</u>	<u>31 Mar 2020</u>
	EUR	EUR
Associate payables	14,040,685	4,415,205
Amounts owed to equity holders	57,496,806	-
Trade payables and trade credit	569,923	5,764,610
Taxes and social security contributions payable	1,171,491	1,394,782
Other payables	8,287,662	73,490
	<u>81,566,567</u>	<u>11,648,087</u>

Associate payables consist of the following balances:

A loan facility from Wipro Holdings Hungary for an original principal amount of USD 10,000,000. The loan bore interest at 12-month USD Libor rate plus 85 basis points. The outstanding principal amount of USD 4,921,629 (EUR 4,050,477) and accrued interest of USD 110,630 (EUR 97,495) has been fully repaid during the year under review.

A loan facility from Wipro Holdings Hungary for original principal amount of EUR 10,000,000. The principal balance outstanding on 31 March 2021 amounts to EUR 10,000,000 and accrued interest of EUR 20,959. The loan bears interest at 12-month EUR Libor rate plus 85 basis points per annum (EUR Libor considered 0 if negative). The facility matures on 30 May 2021.

A loan facility from Wipro Outsourcing Services (Ireland) Limited for original principal amount of EUR 4,000,000. The principal balance outstanding as at 31 March 2021 amounts to EUR 4,000,000 and accrued interest of EUR 19,726. The loan bears interest at USD Libor plus 200 basis points per annum and matures on 12 June 2021.

Amounts owed to equity holders consist of the following balances:

A loan facility from Wipro IT Services UK Societas (formerly named Wipro IT Services SE) for a principal amount of USD 5,900,000. The principal balance outstanding including interest as at 31 March 2021 amounts to EUR 5,496,806. The loan bears interest at a fixed rate of 2.54% per annum and is repayable on demand.

A payable to the shareholder which relates to an amount EUR 52,000,000 which was received from the Shareholder on 29 March 2021. The Shareholder approved this payment to be made for purpose of additional share capital issued, however the Dutch deed for the issuance of additional shares in the Company for this amount was only legalised on 12 April 2021.

No current liabilities have an expected remaining term to maturity of more than one year.

6 Contingent liabilities and assets

The Company has no contingent assets and liabilities that are not already included in the financial statements.

Notes to the profit and loss account for the year 2020/2021

7 Revenue and cost of sales

Revenue remained the same compared with last year.

	<u>2020/2021</u>	<u>2019/2020</u>
	EUR	EUR
Services provided - invoiced	13,995,849	18,320,927
Services provided - deferred income	(8,081,481)	(619,987)
Cost of services provided	(5,018,499)	(15,925,407)
	<u>895,869</u>	<u>1,775,533</u>

Wipro Limited, India and Shell Information Technology International B.V., the Netherlands have entered into a global master agreement under which WIPRO group has been appointed as the global, non-exclusive provider of IT managed services to the Shell group. Under the Master Agreement, Shell Group members are entitled to require WIPRO group members to provide services to them, at prices and charges, and on terms agreed between Shell and Wipro. The Company has been subcontracted by Wipro Limited, to provide services to Shell Group members.

Wipro Limited, India and the Company have entered into a mutual subcontract agreement whereby the Company is charged by Wipro Limited at a rate equal to 90% of the rate charged to by the Company to Shell Group members, ensuring transactions adheres to the arm's length price in terms of transfer pricing regulations. Wipro Limited provides the expertise for the services rendered by the Company to which service revenue relates.

8 Administrative expenses

Legal and professional charges	357,092	220,201
Capital asset reimbursements	214,867	-
Bank charges	867	1,042
Other expenses	6,035	40,465
	<u>578,861</u>	<u>261,708</u>

9 Interest income and similar income

Interest income Wipro Technologies GmbH	165,255	166,455
Interest income Wipro Technology Chile SpA	736	738
Interest income Designit Denmark A/S	59,836	18,411
Interest income bank	2,490	5,131
Currency exchange gain	650,174	-
	<u>878,491</u>	<u>190,735</u>

Notes to the profit and loss account for the year 2020/2021

10 Interest expense and similar expense

Interest expense Wipro IT Services SE	127,308	136,364
Interest expense Wipro Outsourcing Services (Ireland) Ltd.	80,000	80,219
Interest expense Wipro Hungary Ltd.	131,694	222,637
Foreign exchange loss	-	254,054
	339,002	693,274

11 Financial expense

Write off assets	2,112,841	56,951
	2,112,841	56,951

12 Income from financial fixed assets held as non-current assets

12.1 Dividend received from participations

Dividend income	43,256	-
	43,256	-

13 Taxation result

Corporate income tax current financial year	199,527	316,021
	199,527	316,021

14 Average number of employees

The Company has no employees during the year under review (2019/2020: Nil).

Notes to the profit and loss account for the year 2020/2021

15 Subsequent events

At the time of preparation of the annual accounts, the Coronavirus (COVID-19) prevails in the Netherlands and its neighbouring countries, as well as in several parts of the world. Government measures are now being taken and it is likely that additional government measures will be taken to minimize the effects of this virus as much as possible. We cannot exclude that the economic impact of the Coronavirus, partly influenced by the aforementioned government measures, will lead to serious impediments of the company's business operations for some time, which could (seriously) endanger the company's financial position. At the same time, the government offers various facilities to help companies survive the crisis as much as possible, offering a reasonable expectation that healthy companies in principle will be helped. For this reason, the principles of valuation and determination of result used in the financial statements are based on the assumption of continuity.


On 12 April 2021, the Dutch deed for the issuance of additional share capital amounting to EUR 52,000,000 was legalised and the same amount recognised as a payable to the Shareholder at 31 March 2021, was reclassified as share capital.

No other events have occurred after balance sheet date that could have a material effect on the financial statements.

Amsterdam, 27 May 2021



IQ EQ Management (Netherlands) B.V.
Managing director



T. Spijkerman
Managing director

Other information

Other information

Articles of association governing profit appropriation

Article 21 of the articles of association states the following regarding profit appropriation:

- 21.1 The profits as determined through the adoption of the annual accounts shall be at the disposal of the General Meeting. The General Meeting may decide to make a distribution, to the extent that the shareholders' equity exceeds the reserves that must be maintained by law.
- 21.2 A resolution to make a distribution shall not take effect as long as the Management Board has not given its approval. The Management Board may only withhold such approval if it knows or should reasonably foresee that, following the distribution, the Company will be unable to continue paying its due and payable debts.
- 21.3 For the purposes of calculating any distribution, shares held by the Company in its own capital shall not be included.
- 21.4 For the purpose of calculating the amount to be distributed on each share, only the amount of the mandatory payments towards the nominal value on each shares shall be taken into account. The preceding sentence may be derogated from with the consent of all Shareholders.

Appropriation of the result

Management has proposed that the loss for the financial year ended 31 March 2021 amounting to EUR 1,412,615 be transferred to the Other reserves.

The result after tax for the financial year ended 31 March 2021 is included in the item Other reserves in Shareholders' equity (notes 3.2).

The Independent Auditor's Report will follow on the next pages.

Independent auditor's report

The independent auditors report will follow on the next pages.



INDEPENDENT AUDITOR'S REPORT

To: The shareholders and management of Wipro Information Technology Netherlands B.V.

A. Report on the audit of the financial statements for the year ended 31 March 2021 included in the annual report

Our opinion

We have audited the financial statements for the year ended 31 March 2021 of Wipro Information Technology Netherlands B.V. based in Amsterdam.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of Wipro Information Technology Netherlands B.V. for the year ended 31 March 2021 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code .

The financial statements comprise:

1. the balance sheet as at 31 March 2021;
2. the profit and loss account for the year then ended; and
3. the notes comprising of a summary of the accounting policies and other explanatory information

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards of Auditing . Our responsibilities under those standards are further described in the 'Our responsibilities for the audit of the financial statements' section of our report.

We are independent of Wipro Information Technology Netherlands B.V. in accordance with the Wet toezicht accountantsorganisaties (Wta, Audit firms supervision act), the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

B. Report on the other information included in the annual report

In addition to the financial statements and our auditor's report thereon, the annual report contains other information that consists of:

- the management report;
- other information as required by Part 9 of Book 2 of the Dutch Civil Code.

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements;
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements.

By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the management report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information as required by Part 9 of Book 2 of the Dutch Civil Code.

C. Description of responsibilities regarding the financial statements

Responsibilities of management for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting, unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

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. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our audit included among others:

- identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- concluding on the appropriateness of management's use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.
- evaluating the overall presentation, structure and content of the financial statements, including the disclosures; and
- evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for group entities. Decisive were the size and/or the risk profile of the group entities or operations. On this basis, we selected group entities for which an audit or review had to be carried out on the complete set of financial information or specific items.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Assendelft 27 May 2021

Original signed by

Baran Audit & Assurance Services B.V.

P.R. Baran RA