

Effective date: April 22, 2009

**CHARTER FOR THE BOARD GOVERNANCE AND NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS OF WIPRO LIMITED**

A. OBJECTIVES

A Board Governance and Nomination Committee (“Committee”) is central to the effective functioning of the Board. The purpose of this Committee shall be to assist the Board in;

- identifying potential candidates to become Board members;
- determining the composition of the Board of Directors and the sub-committees of the Board
- periodic review of Company's Corporate Governance Guidelines
- 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, including public issues of significance to the Company and its stakeholders
- Developing and recommending to the Board of Directors for its approval an annual evaluation process of the Board and its Committees.
- Formulating the Disclosure Policy, its review and approval of disclosures; Overseeing Disclosure Committee's functions and responsibilities

B. MEMBERSHIP:

The Committee shall consist of a minimum of three independent non-executive directors of the Company. These shall include the Chairman of the Audit and the Compensation Committees. The members of the Committee are appointed by and serve at the discretion of the Board of Directors. These members will serve until removed by the Board or their successors have been duly appointed. The members of the Committee shall meet the “independence” requirements of the listing standards of the New York Stock Exchange and the Indian Stock Exchange Listing Agreement.

C. RESPONSIBILITIES AND DUTIES:

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board of Directors from time to time prescribes and as may be required to be undertaken in terms of any statutory or regulatory requirements.

D. Board Governance

Responsibilities relating to the Board/Company

(a) Assisting the Board in;

- annually reviewing the composition of each Committee and present recommendations for Committee memberships to the Board as appropriate, including selection of Chairman and Members for each of the committees of the Board
- Formulating the desired/preferred board skills, attributes and qualifications for selecting new directors and to review these skill-sets with the Board periodically
- Conducting searches for prospective board members whose skills and attributes reflect the requirements those desired
- Evaluating the selection process of the prospective board members and making recommendation of the proposed nominees for election to the Board of Directors

including to fill vacancies on the Board occurring between annual general meetings of the shareholders.

- Evaluating and making recommendations to the Board regarding director retirements and directors' offer to resign due to changes in circumstances, in accordance with the Company's bylaws and Corporate Governance Guidelines of the Company.
- Evaluating and recommending termination of membership of individual directors in accordance with the Board's corporate governance guidelines, for cause or for other appropriate reasons.
- Coordinating and overseeing the annual self-evaluation of the performance of the Board and of individual directors.
- Developing the future requirements for the Board as well as its Committees and making recommendations to the Board regarding Company's overall Corporate Governance effectiveness.
- Developing and overseeing the execution of a formal Board member capacity building program, including such elements as orientation of new members, and continuing education and training, and a mentoring program with senior Board members
- .Annually presenting to the Board a list of individuals recommended for nomination for election to the Board at the annual general meeting of shareholders

(b) Other responsibilities

- The Committee shall coordinate and approve Board and Committee meeting schedules.
- The Committee shall consider matters of corporate governance and to review, at least annually, the corporate governance guidelines of the Company and the Committee's Charter and recommend changes as necessary.
- The Committee shall review and assess its performance on an annual basis
- The Committee shall report to the Board of Directors its conclusions with respect to the various matters including recommendations, if any, that the Committee has considered at the next meeting of the Board of Directors.

- The Committee shall review compliance with the Corporate Governance guidelines of the Company.
- The Committee shall review annually and recommend to the Board the Company's Corporate Governance report under Clause 49 of the Listing Agreement and Listing Standards of New York Stock Exchange, for disclosure in the Annual Report.
- The Committee shall work with Chairman to plan for CEO/Senior Management succession including plans for interim succession in the event of an unexpected occurrence. and submit an annual report to the Board to nominate potential successors to CEO/ Senior Management personnel.
- The Committee shall perform any other activities in line with this Charter, Company's bylaws, Corporate Governance guidelines as the Board feels appropriate and delegates to the Board Governance and Nomination Committee including activities and as may be required to be undertaken in terms of any statutory or regulatory requirements.

E. **Retaining a search firm**

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem fit in its sole discretion. The Committee shall have the authority to approve related fees and other terms. Any communications between the Committee and the external legal counsel in the course of obtaining legal advice will be considered as attorney-client (company) privileged communication and the Committee shall take all necessary steps to preserve the privileged nature of those communications.

The Committee shall have full access to Company's records, its employees and external advisors as necessary to perform its duties.

F. **MEETINGS:**

The Committee will meet at least four times in a year. Additional meetings may happen as the Committee deems it appropriate and advisable. Committee members shall be furnished with the copies of minutes of each meeting. The Committee may meet in person or through other methods like video conferencing, audio conferencing etc as may be permitted by law from time to time.

G. CIRCULAR RESOLUTION

The decisions to be taken by the Committee members may be taken by way of a circular resolution wherever it is not possible to have a meeting of the Committee members.

H. REPORT

The Committee shall report to the Board at its next Board meeting, which will be incorporated as a part of the minutes of the Board of Directors meeting.

I. MINUTES:

The Company Secretary will maintain minutes of its meetings, which will be submitted to the Board for noting.

Board Governance Responsibilities calendar

	Responsibility	Q1 (Apr-Jun e)	Q2 (Jul-Sep)	Q3 (Oct-Dec)	Q4 (Jan-Mar)	As required
1	Agenda will be prepared for Committee meetings in consultation with Committee Chairman and Members and also the Management	*	*	*	*	
2	Review and approve the calendar for the Board and Committee meetings				*	
3	Annual review of the Board Governance Charter				*	
4	Annual evaluation of the Committee's performance				*	
5	Review and recommend Corporate Governance report to the Board for disclosure in Company's Annual Report				*	
6.	Include a copy of the Charter as an exhibit to the Form 20F, as and when change takes place.				*	
7.	Annual review of the composition of the				*	*

	Committees of the Board and recommend proposed changes if any.					
8.	Conducting searches, evaluating selection process for prospective board members and making recommendation to the Board					*
9.	Coordinate and oversee the the annual self-evaluation of the performance of the Board and of individual directors.				*	
10.	Coordinate for implementation of New Director orientation program in line with Corporate Governance guidelines of the Company					*
12.	Annually recommend to the Board the nomination of directors for re-election at the Annual General Meeting of shareholders				*	
13.	Annual review of Corporate Governance Guidelines of the Company and				*	

	recommend any proposed changes.					
14.	Review of CEO succession planning and Management Development and Succession Planning.				*	*
15.	Review and approval of disclosures					*
16.	Overseeing Disclosure Committee's functions and responsibilities and policies relating to matters of Corporate Social Responsibility					*
17.	Recommending retirement of Directors or directors' offer to resign					*