

**Effective date : April 22, 2009**

**CHARTER FOR THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF WIPRO LIMITED**

**A. OBJECTIVES**

The objective of the Compensation Committee (“Committee”) shall be to assist the Board’s overall responsibility relating to executive compensation and recommend to the Board appropriate compensation packages for Whole-time Directors and Senior Management personnel in such a manner so as to attract and retain the best available personnel for position of substantial responsibility with the Company . The Committee also has the overall responsibility of approving and evaluating the compensation plans, policies and programs for Whole-time Directors and Senior Management. The Committee shall also make sure that the Company’s compensation packages, Human Resources practices and programs are competitive and effective in motivating highly qualified personnel and establish a suitable relationship between compensation and performance.

**B. MEMBERSHIP:**

The Committee shall consist of a minimum of three independent non-executive directors of the Company. Members of the Committee shall be appointed by the Board of Directors upon recommendation by the Board Governance and Nomination Committee and will serve until separation voluntarily or otherwise.

The members of the Committee shall meet the (i) independence requirements of the listing standards of the Indian Stock Exchange and New York Stock Exchange, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

**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.

**C1. Responsibilities relating to the Board/Company**

**1. Goals and Objectives**

Assisting the Board in;

- a. Reviewing and approving Corporate goals and objectives

- b. Evaluate the Whole-time Director performance in the light of these established goals and objectives
- c. Recommending to the Board for approval of the Whole-time Director's annual compensation level including grant of stock options based on this evaluation
- d. Discharging the Board's responsibilities relating to compensation payable to the Whole-time Directors including payment of (i) annual base salary (ii) annual bonus, including any specific goals and amounts linked to performance (iii) equity compensation and (iv) employment agreements, severance agreements and change in control agreements, and (v) any other benefits, compensation or arrangements
- e. The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

2. Compensation of Senior Management Personnel

- a. The term "Senior Management Personnel" means to include all members other than Whole-time Directors and members of the Corporate Executive Council of the Company as may be co-opted from time to time.
- b. The Committee shall evaluate the performance of members of Company's Corporate Executive Council and shall approve annual compensation including grant of stock options for such members, in consultation with the Chairman of the Company. The Committee shall also provide oversight of management's decisions regarding performance and compensation of other employees.
- c. Discharging the Board's responsibilities relating to compensation payable to the Senior Management Personnel including payment of (i) annual base salary (ii) annual bonus, including any specific goals and amounts linked to performance (iii) equity compensation and (iv) employment agreements, severance agreements and change in control agreements, and (v) any other benefits, compensation or arrangements

3. Relating to Incentive Compensation Plan and Equity based plan

Acting as Administrator (as defined therein) of the Company's Employee Stock Option Plans/Restricted Stock Unit Plans and Employee Stock Purchase Plans drawn up from time to time and administering, within the authority delegated by the Board of Directors and within the terms and conditions of the said Plans. [In its administration of the plans, this Committee may, pursuant to authority delegated by the Board of Directors;

- (i) Determine, approve and ratify grant of stock options or stock purchase rights to individuals eligible for such grants under the plans and applicable law (including grants to individuals subject to the provisions of the Securities and Exchange Board of India Act 1992, SEBI (Employee Stock Option Plan and Employee Stock Purchase Plan) Guidelines, 1999 and Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") in compliance with Rule 16b-3 promulgated thereunder, so long as the Committee is comprised entirely of "disinterested persons", as such term is defined in Rule 16b-3(c)(2)(i) promulgated under the Exchange Act), and
- (ii) approve and amend terms of such Stock Option Plans/Restricted Stock Units/Employee Stock Purchase Plans as it deems appropriate including amendments and changes in the number of shares reserved for issuance thereunder.

4. Relating to Compensation & Benefits Plan

- Reviewing and making recommendations to the Board of Directors regarding any other plans including Deferred Compensation Plan that are proposed for adoption or adopted by the Company for the provision of Compensation & Benefits to Whole-time Directors and Senior Management Personnel of the Company.
- Reviewing and overseeing Company's employee benefit programs including deferred benefits plans and retirement plans.

5. 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 Compensation Committee including activities and as may be required to be undertaken in terms of any statutory or regulatory requirements.
6. The Committee shall perform an annual evaluation on its performance, using the established procedures by Board Governance and Nomination Committee.

7. Disclosure in Annual report

The Committee shall review and approve annual disclosure in Form 20F with respect to compensation paid to its Chairman, Executive Directors and Senior Management personnel.

**D. Retaining a consulting firm**

The Committee members may if they so desire and at their sole option take the assistance of a Compensation Consultant for evaluation of Compensation payable to Whole-time Directors and Senior Management Personnel as well as approve the firm's fees and other terms. The Compensation Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. 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.

**E. 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. Any individual, whose performance or compensation is to be discussed at the Committee meeting, shall not attend such meeting or the relevant portion thereof, unless he is specifically invited.

**F. 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.

**G. 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.

**H. MINUTES:**

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

**Compensation Committee Responsibilities calendar**

	Responsibility	Q1 (Apr-June)	Q2 (Jul-Sep)	Q3 (Oct-Dec)	Q4 (Jan-Mar)	As required
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1	Agenda will be prepared for Committee meetings in consultation with Committee Chairman and Members.	*	*	*	*	
2	Annual review of the Compensation Committee Charter				*	
3	Annual evaluation of the Committee's performance				*	
4	Annual review of compensation disclosure in the Annual Report and Form 20F				*	
5.	Include a copy of the Charter as an exhibit to the Form 20F, as and when change takes place.				*	
6.	Review of Goals and Objectives of Whole-time Directors and Senior Management personnel				*	
7.	Recommendation and approval of compensation packages – annual				*	
8.	Approval of grant of stock options/Restricted Stock Unit and other stock related compensation					*
9.	Reviewing and overseeing Company's employee benefit programs including deferred benefits plans and retirement					*

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