

CORPORATE GOVERNANCE GUIDELINES OF WIPRO LIMITED

A. INTRODUCTION

(The following Corporate Guidelines have been adopted by the Board of Directors to assist the Board in the exercise of its responsibilities. Corporate Governance is not a directive to be in stone for all time; rather, it is an ongoing process. From time to time Wipro's principle of Corporate Governance will therefore be reviewed and if necessary amended in the light of experience gained, the needs of the day, the law, and national and international standards.)

Efficient corporate governance requires a clear understanding of the respective roles of the Board and of senior management and their relationships with others in the corporate structure. The relationships of the Board and management shall be characterized by sincerity; their relationships with employees shall be characterized by fairness; their relationships with the communities in which they operate shall be characterized by good citizenship; and their relationships with government shall be characterized by a commitment to compliance.

Senior management, led by the Chairman and Managing Director, is responsible for running the day to day operations of the corporation and properly informing the Board of the status of such operations. Management's responsibilities include strategic planning, risk management, financial reporting and compliance.

The Board of Directors has the important role of overseeing management performance on behalf of stockholders.

Stockholders necessarily have little voice in the day to day management of corporate operations, but have the right to elect representatives (Directors) to look out for their interests and to receive the information they need to make investment and voting decisions.

Over the last few years, the Board of Directors of our Company has from time to time developed corporate governance practices to enable the Directors to effectively and efficiently discharge their responsibilities individually and collectively to the shareholders of the Company in the areas of;

- fiduciary duties
- oversight of the Management
- evaluation of the Management performance

- support and guidance in shaping company policies and business strategies

An attempt has been made here in these guidelines to capture and codify in one place these corporate governance practices.

These guidelines will not only provide a systematic and structured framework as to how it could review and evaluate the Company's performance in an independent manner but would also provide assurance to the Directors in terms of their authority to oversee the Company's management.

These guidelines are subject to future amendments or changes as the Board may find it necessary or advisable for the Company in order to achieve these objectives.

B. BOARD COMPOSITION-

B1. Selection and appointment of Chairman and Managing Director

The Board shall make this choice that seems best for the Company at any given point in time. The Board believes that this issue is part of the succession planning process and it is in the best interests of the Company. The Board shall make appropriate determination and consider succession planning at the appropriate time.

B2. Board of Directors' Responsibilities

The Company's Board of Directors represents the shareholders' interest in perpetuating a successful business and optimizing long term financial returns in a manner consistent with applicable legal requirements and ethical considerations.

The Board is responsible for identifying and taking reasonable actions to help and assure that the Company is managed in a way designed to achieve this result.

Board of Directors' Duties

The basic responsibility of the Directors is to exercise their business judgement to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, Directors shall be entitled to have access to its records, rely on the honesty and integrity of the Company's officers, employees, outside advisors and independent auditors. The Directors shall acknowledge and sign the following documents;

- a. Code of Business Conduct and Ethics
- b. Formal letter of appointment
- c. Confidentiality Agreement

d. Indemnification Agreement

Directors are expected to attend Board meetings and meetings of Committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are expected to review meeting materials prior to Board and Committee meetings and, when possible, shall communicate in advance of meetings any questions or concerns that they wish to discuss so that management will be prepared to address the same.

The specific duties of the Board of Directors' are as follows;

1. Selection, Evaluation and Retention of Chairman/Chief Executive Officers and Oversight of Selection and Performance of Other Executive Officers
2. Understanding, Reviewing and Monitoring Implementation of Strategic Plans and Annual Operating Plan and Budgets
3. Selection and Oversight of Independent Auditors, Oversight of financial statements as per the Charter of the Audit/Risk and Compliance Committee
4. Advising Management on significant issues
5. Review and approval of significant Company actions (e.g. Declaration of Dividend, major Mergers & Acquisition transactions, etc).
6. Evaluating and nominating directors and members of Board committees, overseeing the structure and practices of the Board and the committees and overseeing other corporate governance matters.
7. Consideration of other matters (In addition to fulfilling its obligation to increase shareholder value, the Board shall consider the impact of various actions and decisions on the Company's customers, employees, suppliers.
8. Approval of the Charters, guidelines and policies as per the charters of the Board Governance and Nomination Committee.

B3. Size of the Board.

As per the Memorandum & Articles of Association of the Company, the number of Directors shall not be less than four and not more than fifteen or such higher number of Directors as may be permitted under the Companies Act, 1956 as amended or replaced from time to time.

B4. Mix of Executive and Non-Executive Independent Directors

The Board believes that at least 50% of the total strength of the Board shall constitute of Non Executive Independent Directors.

B5. Board definition of what constitutes “Independent Directors”

The Board shall be comprised of a majority of Directors who qualify as Independent Directors (“Independent Directors”) under the listing standards of the NYSE. The Board will review annually the relationship that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE. The basis for any determination that a relationship is not material shall be disclosed in accordance with applicable rules and regulations.

B6. Lead Independent Director

The Lead Independent Director is responsible for coordinating the activities of the other independent directors and to perform various other duties. The general authority and responsibility of the Lead Independent Director are to be decided by the group of Independent Directors. The role of Lead Independent Director shall be determined by the group of Independent Directors.

B7. Board membership criteria

The Board Governance and Nomination Committee comprise entirely of Independent Directors and shall be responsible for identifying, screening, recruiting and recommending Directors for nomination by the Board for election as members of the Board.

An assessment of the skills and characteristics needed by the Board in the context of the current status of the Board must be performed on a regular basis;

The qualification guidelines for Board membership criteria shall include;

- Strong management experience, ideally with major public companies with successful multinational operations
- Other areas of expertise or experience that are desirable given the Company’s business and the current make-up of the Board, such as expertise or experience in Information Technology businesses, manufacturing, international, financial or investment banking, scientific research and

development, senior level government experience and academic administration

- Desirability of range in age, so that retirements are staggered to permit replacement of Directors of desired skills and experience in a way that will permit appropriate continuity of Board members
- Knowledge and skills Independence as defined by the Board
- Diversity of perspectives brought to the Board by individual members
- Knowledge and skills in accounting and finance, business judgement, general management practices, crisis response and management, industry knowledge, labour laws, international markets, leadership, risk management and strategic planning
- Personal characteristics matching the Company's values, such as integrity, accountability, financial literacy, and high performance standards
Additional characteristics, such as;
- Commitment to attend a minimum of 75% of meetings which will also include attendance through audio/video conferencing.
 - Ability and willingness to represent the stockholders' long and short term interests
 - Awareness of the Company's responsibilities to its customers, employees, suppliers, regulatory bodies, and the communities in which it operates

The Board shall evaluate each individual as well as the Board as a whole, with the objective of recommending a group that can best be responsible for the success of the business and represent shareholder interests through the exercise of sound judgement using its diversity of experience in these various areas. The Committees of the Board shall also do the evaluation of its performance based on the processes of the Board Governance and Nomination Committee.

In determining whether to recommend a director's re-election, the Board Governance and Nomination Committee shall also consider the Director's past attendance at meetings and participation in and contributions to the activities of the Board.

One third of the Board members subject to retirement by rotation, are selected annually by the Company's shareholders. Each year at the Company' annual meeting, the Board recommends names of directors for re-election by shareholders. The Board's recommendations are based on its determination (using advice and information

supplied by the Board Governance and Nomination Committee) as to the suitability of each individual, to serve as directors of the Company, based on the Board membership criteria. The Board's recommendation must be approved by a majority of the Independent Directors.

B8. Proportion and Determination of Independent Directors

The Board believes that as a matter of policy, Independent Directors shall comprise of at least 50% of the Company's Board. This will not, however, prevent the Board from taking valid actions, if due to a temporary vacancy or vacancies on the Board, there are fewer than the intended proportion of Independent Directors. Any such vacancies shall be filled as soon as reasonably practicable.

(a) Independence Generally

An "Independent Director" is one who is not, and has not been within the last five years;

- an employee of the Company or any of its affiliates
- affiliated with or employed by a present or former independent auditor of the Company or any of its affiliates
- part of an interlocking directorship in which an executive officer of the Company serves on the Board Governance & Nomination Committee and Compensation Committee of another publicly held company that employs such director
- an immediate family member of any one who has been an officer of the Company or any of its affiliates or has had a relationship described above
- or has never been the Chief Executive Officer of the Company and has been determined by the Company's Board not to have any other material relationship with or to the Company or its management (either directly) or as a partner, shareholder or officer of an organization that has a material relationship with or to the Company or its management.
- any other criteria of independence as may be prescribed by law as amended from time to time

B9. Selection of new Directors

The Board and the Board Governance & Nomination Committee shall be responsible in actual practice and not merely as a procedural formality, for selecting members of the Board and in recommending them for election by the shareholders. The Board delegates the screening and selection process involved in selecting the new directors to

the Board Governance & Nomination Committee with direct input from the Chairman of the Board and Chief Executive Officer.

The Board shall be responsible for determining the qualification of an individual to serve on the Audit /Risk and Compliance Committee as a designated "Audit/Risk and Compliance Committee Financial Expert" as required by applicable SEC rules. In light of this responsibility of the Board, the Board Governance and Nomination Committee shall coordinate closely with the Board in screening any new candidate and in evaluating whether to re-nominate any existing director who may serve in this capacity.

The invitation to join the Board shall be extended by the Board itself, through its Chairman of the Board (if he is an Independent Director) and/or the Chairman of the Board Governance and Nomination Committee, together, in each case, with the Chief Executive Officer of the Company.

B10. Extending the Invitation to a Potential Director to join the Board

The invitation to join the Board is extended on behalf of the Board by the Chairman of the Board.

B11. Tenure

The tenure of Executive Directors must not exceed a period of five years on each occasion. Independent Directors shall be eligible for retirement by rotation as well as reappointment once in every two years. The age limit for retirement of the Executive and Non Executive Independent Directors shall be decided by the Board Governance and Nomination Committee.

B12. Board Compensation

Executive Directors

Executive Directors shall be paid remuneration within the limits envisaged under Schedule XIII of the Companies Act, 1956 and other regulations that may be applicable from time to time. The remuneration payable shall be recommended by the Compensation & Benefits Committee to the Board and shall be approved by the Board as well as the Shareholders of the Company.

Non Executive Independent Directors

No professional or consulting fee is payable to Non Executive Independent Directors.

However, a commission may be payable to the Non Executive Independent Directors as may be recommended by the Compensation Committee and approved by the Board subject however to the condition that the commission shall not cumulatively exceed 1%

of the net profits of the Company for all Non Executive Independent Directors in the aggregate. The commission payable in each individual case shall be capped upto an amount as may be decided by the Compensation Committee. In case of commission payable to the members of the Compensation Committee, the same shall be decided and approved by the Board.

B13. No specific limitation on other Board Service

The Board does not believe that its members be prohibited from serving on Boards and/or Committees of other organizations other than on Boards of companies which are in competition with the businesses pursued by the Company.

Each Director is expected to ensure that his or her other existing and planned future commitments do not materially interfere with such Director's service on the Board. Service on Boards and/or Committees of other organizations shall be consistent with the Company's conflict of interest policy.

B14. New Director orientation

The Company has an orientation process for new directors that includes background material, visits to Company facilities, and meetings with senior management to familiarize the Directors with the Company's strategic and operating plans, key issues, corporate governance, Code of Business Conduct and Ethics, its principal officers, risk management issues, compliance programs and its internal and independent auditors. In addition, new members to a Committee will be provided information relevant to the Committee and its roles and responsibilities.

B15. Continuing Director education

The Board believes that it is appropriate for Directors, at their discretion, to have access to educational programs related to their duties as Directors on an ongoing basis to enable them to perform their duties better and to recognize and deal appropriately with issues that arise. The views of the Directors will be obtained from time to time for areas in which Directors would like to know more.

C. BOARD MEETINGS

C1. Scheduling and Selection of Agenda Items for Board meetings

The Board meetings of the Company shall be held once every quarter i.e. during the third week of April, July, October and January every year. The calendar of dates for the Board meetings and Committee meetings of the Board shall be decided by the

Board at least 15 months in advance and shall be formally circulated to each of the Board members.

C2. Place of holding the Board meetings

The meetings of the Board will be held at the Company's registered office in Bangalore unless otherwise decided by the Board of Directors.

C3. Agenda for the Board meetings

The agenda for the Board meetings will be sent to the Directors at least 15 days prior to the Board meeting. Draft agenda of the Board meeting as well as the Committee meetings shall be circulated to the Board members and the Chairman of the Sub-Committees of the Board respectively, for their views. The agenda shall include such matters as decided by the management as well as the issues suggested by any of the Directors from time to time. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is also free to raise at any Board meeting, subjects that are not on the agenda for that meeting.

Importantly, the agenda and meeting schedule must permit adequate time for discussion and a healthy give and take between Board members and management.

C4. Advance Distribution of Board Materials

In accordance with the requirements of Secretarial Standards issued by the Institute of Company Secretaries of India, all information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting shall be distributed in writing or electronically to all members at least one week in advance. Such materials shall be the materials sought by the Directors based on the specific requirements as mentioned by them in the feed back form given at the end of each Board meeting. This helps in facilitating the efficient use of meeting time. In preparing this information, management shall ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

C5. Attendance at Board meetings

The Board meetings shall be attended by the Directors as well as all members of the Corporate Executive Council of the Company on invitation by the Board. The Board

welcomes the regular attendance at each Board meeting of selected members of management as invited by the Chairman.

Furthermore, the Board encourages attendance of key managers from the management to be present at the Board meetings who can provide an insight into the items being discussed because of their expertise in these areas.

All Executive Directors shall make it a point to attend all meetings of the Board. The Non Executive Independent Directors shall make it a point to attend at least three meetings in a year. In case if it is not possible to attend Board meeting in person, wherever possible, Directors shall make themselves available to participate in the Board meetings through teleconference or video-conference though for the purpose of attendance their participation would be subject to legal requirements.

C6. Fees and allowances for attending the Board meeting

1. Sitting fees of Rs.20,000 per meeting shall be payable for each Board/Committee meeting
2. Actual lodging, Boarding, travel expenses from the usual place of residence to the location of Board meeting and out of pocket expenses, to all directors
3. No sitting fees shall be payable to Executive Directors

C7. Independent Meeting of the Non Executive Independent Directors

Every Board meeting shall be preceded by a meeting of the Non Executive Independent Directors of the Company with no Whole-time Directors or management personnel being present for a period not more than one hour. Normally, the Lead Independent Director shall act as the presiding Independent Director to preside at one or more such separate meetings. In the absence of the Lead Independent Director, one of the Independent Directors chosen by the group of Independent Directors as per the process laid down by them shall act as presiding Independent Director of the executive sessions. These executive session discussions may include such topics as the independent directors determine. The name of the Lead Independent Director who presides the executive sessions shall be disclosed in the annual report. The duties of the Lead Independent Director shall be to chair discussions among the independent directors, to facilitate their communication with each other and management, and to be the spokesperson on behalf of the independent directors in matters dealing with the press and public when called upon. The existence of this position is not intended in any way to inhibit discussions among the directors or between any of them and the Chief Executive Officer.

C8. Board access to Senior Management and Independent Advisors

Board members are granted complete access to the Company's Management (nevertheless ensuring that such contact does not interfere with the operation of the Company's ordinary business). The Board, in its sole discretion, also shall have access to any independent advisors and the Company records.

C9. Materiality determination based on Facts and Circumstances

In assessing the materiality of any existing or proposed director's relationship with the Company (other than a relationship described in Standards enumerated at the end of these guidelines applicable for an Independent Director, which will always be deemed material), the Board will consider all relevant facts and circumstances. Material relationships can include, but are not limited to, commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationship. The Board shall evaluate materiality not only from the perspective of the director, but also from that of persons and organizations with which the director has a relationship. The Board may adopt categorical standards to assist it in making determinations of independence. The basis for determination by the Board that a relationship is not material shall be disclosed in Company's proxy statement. This disclosure shall be stated in a general way for anyone satisfying any categorical standards adopted by the Board and described in the proxy statement, but the determination shall be specifically explained if no such standards are adopted or if a director does not satisfy them.

C10. Strategic and Operating Plans

At least once a year, the Board will review the Company's strategy and operating plans and provide input to management. The review of the Company's strategic plan ordinarily will occur at the Board's meeting held in January and the review of the Company's financial and capital plans will take place at the meeting held in April. The Board will regularly monitor the implementation of the annual plans to assess whether they are being implemented effectively and within the limits of approved budgets.

C11. Minutes

The minutes of all meetings of the Board shall be circulated to the Board and Corporate Executive Council members not later than 2 business days from the time of conclusion of the Board meeting.

D. BOARD COMMITTEES

D1. Types of Committees

The Board of the Company has the following Committees;

- Audit/Risk and Compliance Committee
- Board Governance & Nomination Committee
- Compensation Committee
- Shareholders'/Investors' Grievance and Administrative Committee

The membership of the Audit/Risk and Compliance Committee, Board Governance & Nomination Committee and Compensation Committee shall comprise of only Non-Executive Independent Directors of the Company. In the case of Audit/Risk and Compliance Committee, at least one member shall have accounting or financial management experience, as defined by the Securities and Exchange Commission rules or as required under applicable New York Stock Exchange listing requirements.

In the case of Shareholders'/Investors' Grievance and Administrative Committee, the same shall comprise of at least two directors of the Company.

The members of the Committees other than the Executive Directors shall be paid sitting fees. The Shareholders'/Investors' Grievance Committee meeting shall be held at least four times in a year.

The Board has adopted written charters for Audit/Risk and Compliance Committee, Board Governance & Nomination Committee, and Compensation Committee in line with the responsibilities envisaged under SEBI laws/NYSE and SEC regulations.

D2. Audit/Risk and Compliance Committee meetings

The meetings of the Audit/Risk and Compliance Committee shall at least be held five times a year and every quarter the meeting will happen preferably on the day preceding the date of each of the Board meeting.

The docket for the Audit/Risk and Compliance Committee meeting shall be circulated at least 72 hours prior to the commencement of the meeting.

The Audit/Risk and Compliance Committee meeting shall be attended by;

- The members of the Audit/Risk and Compliance Committee
- Independent Auditors under Indian/US GAAP

- Chairman
- Joint CEOs
- Chief Financial Officer and Executive Director
- Head of Internal Audit
- Corporate Vice President-Legal & General Counsel
- Vice President-Corporate Controller
- Company Secretary
- Corporate Treasurer
- Such other invitees at the discretion of the Chairman of the Committee

The Audit/Risk and Compliance Committee shall review the report of the Corporate Internal Audit once every quarter. During this review, the Business Unit Heads and Chief Financial Officers of the Business Units shall also be present.

Once every quarter, the Audit/Risk and Compliance Committee shall hold separate independent meetings with;

- the Head of Internal Audit
- the Independent auditors under Indian/US GAAP.

The detailed charter of the Audit/Risk and Compliance Committee of the Board is available at www.wipro.com.

Independent criteria for Audit/Risk and Compliance Committee members

In addition to being an Independent Director, as defined above, each member of the Company's Audit /Risk and Compliance Committee must not, except in his or her capacity as a member of the Audit/Risk and Compliance Committee, the Board or any other Committee of the Board;

- Accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company OR
- Be an affiliated person of the Company or any subsidiary thereof

For this purpose, the term "affiliated person" means one who, directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common

control with, the Company or any of its subsidiaries. A person will not be deemed in control of the company or any subsidiary, if the person is not;

- a beneficial owner directly or indirectly of more than 10% of any class of equity securities of the Company or such subsidiary; OR
- an executive officer or director of the Company or such subsidiary

As an amplification of the foregoing;

- Director's fees (including fees for service on Committees) must be sole compensation that an Audit/Risk and Compliance Committee member receives from the Company
- Permissible director fees may include equity based awards and may also include fees that are structured to provide additional compensation for additional duties (such as extra fees for serving and/or chairing Board Committees)
- A former employee of the Company who later qualifies as an Independent Director will not be barred from chairing or serving as a voting member of the Audit/Risk and Compliance Committee merely because he or she receives a pension or other form of deferred compensation from the Company for his or her prior service (provided such compensation is not contingent in any way on continued service as a director)
- Neither an Audit/Risk and Compliance Committee member nor his or her firm may receive any fees from the Company, directly or indirectly, for services as a consultant or a legal or financial adviser. This applies without regard to whether the Audit/Risk and Compliance Committee member is directly involved in rendering any such services to the Company.

D3. Board Governance and Nomination Committee meetings

The Board Governance and Nomination Committee shall at least be held at least four times a year on the day preceding the date of every Board meeting.

The Board Governance and Nomination Committee meeting shall be attended by;

- the members of the Board Governance and Nomination Committee
- Chairman
- Corporate Head of Human Resources
- Company Secretary

- Such other invitees at the discretion of the Chairman of the Committee

The following information shall be disclosed in the Annual Report and Proxy Statement.

- A reference to the website where the Board Governance and Nomination Committee charter is posted and a brief overview of the functions and responsibility of the Committee with its membership details.
- Meeting the “independence” requirements by the members of the Board Governance & Nomination committee as per NYSE listing standards
- The process being followed by the Board Governance and Nomination Committee for consideration and evaluation of directors.
- Whether the Company pays any third party a fee to assist in the process or identifying and evaluating candidates.
- The process being followed by the Company for director nomination and election of Directors who are nominated by the shareholders. Generally, nominations for election of Directors can be made by shareholders in terms of statutory provisions. Company shall endeavor to place such nominations for the approval of shareholders in compliance with the legal requirements.
- Process followed by the company for communications by shareholders with directors and screening if any. The Directors shall be accessible at the Annual/Extra-ordinary General Meetings.
- Whether the company has rejected candidates put forward by large, long time shareholders or groups of shareholders.
- Number of Committee meetings held during the year and attendance of directors at these meetings including last general meeting.

D4. Compensation Committee meetings

The Compensation Committee shall at least be held at least four times a year on the day preceding the date of every Board meeting.

The Compensation Committee meeting shall be attended by;

- the members of the Compensation Committee
- Chairman
- Corporate Head of Human Resources

- Company Secretary
- Such other invitees at the discretion of the Chairman of the Committee

The following information shall be disclosed in the Annual Report and Proxy Statement.

- A reference to the website where the Compensation Committee charter is posted and a brief overview of the functions and responsibility of the Committee with its membership details
- Meeting the “independence” requirements by the members of the Compensation Committee as per NYSE listing standards and other applicable laws.
- The process being followed by the Compensation Committee in assisting the Board’s overall responsibility relating to executive compensation and 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
- Disclosure of remuneration paid to Whole-time Directors/Senior Management including stock options granted, if any with grant/exercise price and schedule of vesting, number of equity shares beneficially owned by them
- Number of Committee meetings held during the year and attendance of directors at these Committee meetings including last general meeting.

D5. Shareholder’s/ Investors’ Grievance and Administrative Committee

The Shareholders’/Investors’ Grievance and Administrative Committee meetings shall be at least held once in a quarter. The Chairman of this Committee shall be a Non Executive Independent Director. This Committee shall approve transfer of shares, transmission of shares, issue of duplicate share certificates, etc. We have internally fixed turnaround times for closing the queries/complaints received from the shareholders within 7 days.

This Committee shall also review the queries/complaints received from the shareholders during the fortnight and responses given to the shareholders. The management shall place a detailed MIS report on shareholders queries/complaints to the Committee on a fortnightly basis. The Company shall also disclose the details of queries/complaints received during the quarter and resolved during the quarter in its earnings release every quarter.

This Committee shall also approve the allotment of shares to eligible employees who exercise their stock options, grant power of attorneys and other administrative

functions. The Committee shall carry out such other powers deleted to it by the Board from time to time.

D6. Assignment and Rotation of Committee members and Chairs

The Board Governance and Nomination Committee shall consider on a periodic basis whether it is in the Company's best interest to rotate chairs and/or members within and among Committees. In all cases, such rotations shall be done if rotation is likely to increase Committees' performance.

D7. Frequency and length of meeting of the Committees of the Board and Agenda-

The Chairman of each Committee of the Board, in consultation with the Chairman of the Board and appropriate members of management, will determine the frequency and length of the meeting of the Committees' and develop the Committees' agenda. The agendas and minutes of the Committee meetings will be shared with full Board, and other Board members are welcome to attend Committee meetings.

REVIEW OF MANAGEMENT

E1. Performance review and succession planning

The Board Governance and Nomination Committee of the Board shall review the policies and principles adopted for selection of the Chief Executive Officer of the Company.

The Board Governance and Nomination Committee shall work with the Chairman to plan for Chief Executive Officer's succession and Senior management development, in the event of an emergency or retirement of the Chief Executive Officer.

As part of the annual evaluation process of the Chief Executive Officer, the Board Governance and Nomination Committee of the Board shall work with the Chairman to plan for Chief Executive Officer's succession, as well as to develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence. The Board Governance & Nomination Committee will make an annual report to the Board on succession planning, and the Board will work with the Committee to nominate and evaluate potential successors to the Chief Executive Officer/Senior Management personnel. Succession planning may be reviewed more frequently by the Board as it deems fit to review.

E2. Compensation review of the Chief Executive Officer, its Executive Directors and members of Corporate Executive Council of the Company

The Compensation Committee of the Board shall review the performance of the Chief Executive Officer of the Company, Whole-time Directors as well as the Senior Management personnel, on an annual basis with the independent directors in connection with the determination of the compensation payable to them.

E3. Annual Chief Executive Officer/Whole time director evaluation

The Compensation Committee of the Board shall conduct a review of the performance of the Chief Executive Officer/Whole time director at least annually. This evaluation will be conducted by the Compensation Committee under the leadership of the Chairman of the Compensation Committee. The evaluation criteria and the results of the evaluation will be discussed by the Compensation Committee with the entire Board in an executive session without the presence of the Inside Directors. The Board will consider whether the Chief Executive Officer/Whole time director is providing the best leadership for the Company in the long and short term. The results of the review and evaluation will be communicated to the Chief Executive Officer/Whole time director by the Chairman of the Compensation Committee. The Board, in its discretion, may conduct this evaluation in conjunction with the Compensation Committee's annual review and setting of the Chief Executive Officer's/Whole time director's compensation. The Compensation Committee will use the evaluation results in establishing compensation of the Chief Executive Officer and Whole-time director.

E4. Board Performance

The Board shall have an effective mechanism for evaluating performance on a continuing basis. Meaningful Board evaluation requires an assessment of the effectiveness of the full Board, the operations of Board Committees and the contributions of individual directors.

1. Group Performance

The Board Governance and Nomination Committee shall sponsor and oversee an annual performance evaluation of the Board to determine whether it is functioning effectively. This evaluation focuses on the performance of the Board as a whole, concentrating on areas where performance might be improved. The Board shall administer an annual self-evaluation of the performance of the full Board and the Committees of the Board and reporting its conclusion and recommendation to the Board.

2. Individual Performance

The Board Governance and Nomination Committee shall administer an annual performance evaluation of each director, with consideration being given to skills and expertise, group dynamics, core competencies, personal characteristics, accomplishment of specific responsibilities, attendance and participation. The Chairman of the Board shall communicate the results to each director. Such an evaluation process may also include self/peer evaluation of each director.

E5. Management Development

The Board shall determine that a satisfactory system is in effect for education, development, and orderly succession of the senior and mid-level manager throughout the company. In addition, the Board Governance & Nomination Committee, with input from the Chief Executive Officer and other members of management as appropriate, will review annually the Company's program for management development and succession planning for executive officers other than the Chief Executive Officer.

F. MANAGEMENT'S RESPONSIBILITIES

Management is responsible for operating the Company in an effective, ethical and legal manner designed to produce value for the Company's shareholders consistent with the Company's policies and standards including this policy. Management is also responsible for enforcing and complying with mandatory provisions of the Company's policies and standards. Senior management is responsible for understanding the Company's income producing activities and the material risks being incurred by the Company and also is responsible for avoiding conflicts of interest with the Company and its shareholders

1. Financial Statements and Disclosures

Management is responsible for producing, under the oversight of the Board and the Audit/Risk and Compliance Committee, financial statements that fairly present the Company's financial condition, results of operations, cash flows and related risks in a clear and understandable way, for making timely and complete disclosures to investors, and for keeping the Board and the appropriate Committees of the Board well-informed on a timely basis as to all matters of significance to the Company.

2. Strategic planning

The Chairman/Chief Executive Officer and senior management are responsible for developing and presenting to the Board the Company's strategic plans for implementing those plans as approved by the Board.

3. Annual Operating Plans and Budgets

The Chief Executive Officer and senior management are responsible for developing and presenting to the Board the Company's annual operating plans and annual budgets and for implementing those plans and budgets as approved by the Board.

4. Effective Management and Organizational Structure

The Chief Executive Officer and senior management are responsible for selecting qualified members of management and for implementing and working within an effective organizational structure appropriate for the Company's particular circumstances.

5. Setting a strong ethical "Tone at the top"

Senior management and especially the Chief Executive Officer, are responsible for setting a "Tone at the top" of integrity, ethics and compliance on the part of all persons associated with the Company, with applicable legal requirements and with the Company's policies and standards.

6. Internals Controls and Procedures

Senior management is responsible for developing, implementing and monitoring an effective system of internal controls and procedures to provide reasonable assurance that:

the Company's transactions are properly authorized; the Company's assets are safeguarded against unauthorized or improper use; and the Company's transactions are properly recorded and reported. Such internal controls and procedures also shall be designed to permit preparation of financial statements for the Company in conformity with generally accepted accounting principles or any other criteria applicable to such statements.

7. Disclosure Controls and Procedures

Senior management is also responsible for establishing, maintaining and evaluating the Company's "disclosure controls and procedures" in line with the requirements under the Securities Exchange Act, 1934 and Securities & Exchange Board of India. The information that are required to be filed under the requirements of Securities Exchange Act, 1934 shall be accumulated and communicated to the Company's management including its principal finance officers and Financial Disclosure Committee to allow timely decisions regarding required disclosure.

The internal accounting control procedures include procedures designed to ensure that;

- a) Competent accounting team is engaged in recording, processing and communicating information required to be disclosed by Wipro under the requirements of the Securities Exchange Act, Indian Companies Act and Listing Agreement, etc.
- b) Design and operation of internal controls are monitored on a continuous basis
- c) Appropriate closing procedures are adopted for compiling and analyzing financial and non-financial information for purposes of Exchange Act disclosures.
- d) Disclosure Committee is established to review financial statements and financial / non-financial disclosures from the perspective of determining adequacy of disclosures and assessing materiality of information.
- e) Appropriate accounting policies/methodologies are selected and applied consistently;
- f) Accounting estimates and assumptions relating to provisioning, accruals and liabilities / receivables on disputes and pending litigation are conservative and applied consistently over a period of time;
- g) Disclosure of financial information that is informative and reasonably reflects the underlying transactions and events and the inclusion of any additional disclosure necessary to provide investors with a materially accurate and complete picture of an issuer's financial condition, results of operations and cash flows
- h) Non-standard transactions are escalated to the level of Business Unit CFO's and the proposed accounting treatment is determined along with the Corporate Accounting team.
- i) The Audit/Risk and Compliance committee reviews the quarterly / annual reports in conjunction with the earnings release and other financial / non-financial information to be made available to the public to ensure that the information presented is not materially misleading.
- j) Standard operating procedures are established in respect of all reporting and listing requirements in India and the US that clearly identify the reporting requirements, trigger events and make persons responsible for monitoring the trigger events and compiling information for complying with such listing requirements.

G. Miscellaneous

1. Resources

The Board and Committees of the Board shall use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the authority to hire independent accounting experts, lawyers and other consultants to assist and advise the Board and its Committees in connection with its responsibilities. The expenses in utilizing the resources for Board and its Committee shall be formally approved by the Board per year.

2. Reliance

Each Director is entitled to rely in good faith on;

- corporate records, corporate officers, corporate employees or Board Committees OR
- any other person selected with reasonable care as to matters reasonably believed to be within the person's professional or expert competence

The Board shall assess the qualifications of all such persons on whom it relies, shall inquire as to the processes used by such persons to reach their decisions, prepare their reports and make their recommendation and shall also inquire as to the substance of such matters, and shall hold such persons accountable for any follow up reasonably needed to satisfy the Board.

3. Disclosure of this Policy

This policy, including the Committee charters and code of business conduct and ethics shall be posted on the Company's website and also shall be available in print to any shareholder requesting it. Such availability on the Company's website and in print will be noted in the Company's annual report to its shareholders.

4. Review of Corporate Governance guidelines

The Corporate Governance guidelines of the Company shall be reviewed by the Board Governance and Nomination Committee on a periodic basis and if necessary amend the same in the light of experience gained, the needs of the day, the law, and national & international standards.

STANDARDS OF INDEPENDENT DIRECTOR UNDER NYSE LISTING AND SECURITIES EXCHANGE BOARD OF INDIA

To be considered independent under the NYSE rules and Securities and Exchange Board of India requirements, the Board must determine that a director does not have any direct or indirect material relationship with the Company. The Board has established the following guidelines to assist it in determining director independence in accordance with that proposed rule:

1. A director will not be independent if, within the preceding five years:
 - the director was employed by Wipro or its subsidiaries;
 - an immediate family member of the director was employed by Wipro as an officer;
 - the director was employed by or affiliated with Wipro's independent auditor;
 - an immediate family member of the director was employed by Wipro's independent auditor as a partner, principal or manager; or
 - Wipro executive officer was on the Board of directors of a company which employed the Wipro director, or which employed an immediate family member of the director as an officer;
2. The following commercial or charitable relationships will not be considered to be material relationships that would impair a director's independence:
 - if a Wipro director is an executive officer of another company that does business with Wipro and the annual sales to, or purchases from, Wipro are less than 10 percent of the annual revenues of the company he or she will be considered as an independent director;
 - if a Wipro director is an executive officer of another company which is indebted to Wipro, or to which Wipro is indebted, and the total amount of either company's indebtedness to the other is less than one percent of the total consolidated assets of the company he or she will be considered as an independent director; and
 - if a Wipro director serves as an officer, director or trustee of a charitable organization, and Wipro's discretionary charitable contributions to the organization are less than 1 percent of that organization's total annual charitable receipts. (employee charitable contributions will not be considered as Wipro's contributions for this purpose.) The Board will annually review all commercial and charitable relationships of directors. Whether directors meet these categorical

independence tests will be reviewed and will be made public annually prior to their standing for re-election to the Board.

- is not a substantial shareholder of the Company, i.e. owning two percent or more of the voting shares in terms of Clause 49 of the Listing Agreement of Indian stock exchanges. However, as per the NYSE guidelines, ownership of a significant amount of the Company's stock does not necessarily lead to the director being not independent.
- 3. For relationships not covered by the guidelines in subsection (2) above, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the directors who satisfy the independence guidelines set forth in subsections (1) and (2) above. For example, if a director is the Chief Executive Officer of a company that purchases products and services from Wipro that are more than one percent of that company's annual revenues, the independent directors could determine, after considering all of the relevant circumstances, whether such a relationship was material or immaterial, and whether the director would therefore be considered independent under the proposed NYSE rules. The company would explain in the next proxy statement the basis for any Board determination that a relationship was immaterial despite the fact that it did not meet the categorical standards of immateriality set forth in subsection (2) above.
- 4. The company will not make any personal loans or extensions of credit to directors or executive officers, other than consumer loans or credit card services on terms offered to other employees. No director or family member may provide personal services for compensation to the company.
- 5. In addition to the requirement that a majority of the Board satisfy the independence standards discussed in section 4 above, members of the Audit/Risk and Compliance Committee must also satisfy an additional NYSE independence requirement. Specifically, they may not directly or indirectly receive any compensation from the company other than their directors' compensation. As a matter of policy, the Board will also apply this additional requirement to members of the Board Governance & Nomination Committee and Compensation Committee.