

Effective : January 18, 2019

AMENDED CHARTER FOR THE BOARD GOVERNANCE, NOMINATION AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF WIPRO LIMITED

A. OBJECTIVES

A Board Governance, Nomination and Compensation 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;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance
- 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
- Formulation of criteria for evaluation of Independent Directors and the Board
- 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
- 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 and .
- Overall responsibility of approving and evaluating the compensation plans, policies and programs for Whole-time Directors, Key Managerial Personnel 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. 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 Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the listing standards of the New York Stock Exchange.

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 AND NOMINATION:

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 disclose the criteria for performance evaluation, as laid down by the Board Governance, Nomination and Compensation Committee, in Company's Annual Report.
- 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 annual Corporate Governance report under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and Listing Standards of New York Stock Exchange, for disclosure in the Annual Report.
- The Committee shall work with Chairman to plan for CEO/Whole time directors/key Managerial Personnel/Senior Management Personnel 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/ whole time directors/Key Managerial Personnel/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, Nomination and Compensation Committee including activities and as may be required to be undertaken in terms of any statutory or regulatory requirements.
- The Chairman of the Board Governance, Nomination and Compensation Committee could be present at the Annual General Meeting, to answer the shareholders' queries. However, the Chairman of the Company can decide who should answer the queries.

E. COMPENSATION

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) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors.
- d) Recommending to the Board for approval of the Whole-time Director's annual compensation level,

- including grant of stock options based on this evaluation
- e) The Board Governance, Nomination and Compensation Committee shall, while formulating the remuneration policy ensure that—
- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration to directors, key managerial personnel and senior management personnel involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:
- f) 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.
- g) 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 Key Managerial Personnel and Senior Management Personnel

- a) The term "Key Managerial Personnel" and "Senior Management Personnel" means to include all personnel as defined under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended with Indian Stock Exchanges other than Whole-time Directors as may be co-opted from time to time.
- b) The Committee shall evaluate the performance of Key Managerial Personnel and Senior Management Personnel 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 Key Managerial Personnel and 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
- d) The Committee shall disclose the remuneration policy as part of Board's Report in Company's Annual Report.

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, SEBI (Shared Based Employee Benefits) Regulations, 2014 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

- a) 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, Key Managerial Personnel and Senior Management Personnel of the Company.
- b) 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 Board Governance, Nomination and 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, Nomination and Compensation 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.

F. RETAINING A SEARCH OR CONSULTING 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 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, Key Managerial Personnel 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

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

G. 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.

H. 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.

I. 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.

J. MINUTES:

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