

Effective : January 18, 2019

CHARTER FOR THE ADMINISTRATIVE AND SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE (ALSO KNOWN AS STAKEHOLDERS RELATIONSHIP COMMITTEE) OF THE BOARD OF DIRECTORS OF WIPRO LIMITED

A. OBJECTIVES

The objectives of the Administrative and Shareholders/Investors Grievance Committee (also known as Stakeholders Relationship Committee) (the “Committee”) of the Board of Directors is constituted to specifically look into various aspects of interest of shareholders, debenture holders, deposit holders and other security holders (“stakeholders”) and assist the Board in fulfilling its oversight responsibilities in respect of review of stakeholders service standards of the Company and redressal of stakeholders’ grievances.

B. MEMBERSHIP

The Committee consists of minimum three Directors, with at least one being an Independent Director, shall act in accordance with all applicable provisions under Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements) 2015. The chairperson of the Committee shall be an Independent Director and the members of the Committee shall be appointed by the Board of Directors upon recommendation by the Board Governance and Nomination Committee.

The Chairperson of the Stakeholders Relationship Committee or in his/her absence, any other member of the Committee authorised by him/her in this behalf shall attend the general meetings of the Company to answer queries of the stakeholders.

C. POWERS

In discharging its responsibilities to the stakeholders, the Committee shall have the following powers:

1. Consider and resolve the grievances of the shareholders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate share certificates, non-receipt of notice of General Meetings, and corporate actions, etc.
2. Approve consolidation, split/sub-division of share certificates, transfer of shares, transmission of shares, issue of duplicate share certificates, rematerialization of shares, etc.
3. Monitor grievance redressal mechanism implemented by the Company in coordination with Company’s Registrar and Transfer Agent (RTA), from time to time.
4. Review the measures taken by the Company for effective exercise of voting rights by shareholders.
5. Review adherence to the service standards adopted by the Company and its RTA in respect of various services rendered to stakeholders from time to time.

6. Implementation and overseeing the procedures and processes in handling and maintenance of records, transfer of securities and payment of dividend by the Company, RTA and dividend processing Bank.
7. Review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
8. Review and take on record the internal audit reports of the RTA, if any, from time to time.
9. Obtain the advice of lawyers or other professionals / consultants at the Committee's sole discretion. The Committee shall have sole authority to approve related fees and retention terms.
10. Review and reassess the adequacy of this Charter periodically and submit it to the Board of Directors for consideration and approval.
11. The Committee shall review and assess its performance on an annual basis using the established procedures by Board Governance and Compensation Committee.

D. ADDITIONAL RESPONSIBILITIES

In addition to the above responsibilities, the Committee will undertake such other duties as the Board of Directors delegates to it, which are primarily of routine administrative matters such as Opening and Closure of Bank Accounts, Setting up branch offices overseas and appointment branch/legal representatives, Issue and Cancellation of Powers of Attorneys to act on behalf of the Company, Setting up Special Economic Zones/Software Technology Parks, etc. and such other matters as may be required to be reviewed under Corporate Governance Guidelines and any statutory or regulatory requirements.

E. MEETINGS:

The Committee will meet at least four times in a financial year. 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. The quorum shall be either two members or one third of the members of the Committee whichever is greater. The decisions are made by a simple majority of vote. The Company Secretary will maintain minutes of the meetings of the Committee, which will be submitted to the Board for noting.

F. REPORTS:

The Chairman of the Committee shall brief the Board of Directors about the deliberations held at the Committee meeting and this will form as part of the minutes of the Board meeting.

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.