



July 14, 2016

The Manager – Listing  
BSE Limited  
(BSE: 507685)

022 22723121

The Manager – Listing  
National Stock Exchange of India Limited.  
(NSE: WIPRO)  
Dear Sir,

022 26598237

**Sub: Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with the requirement under the Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Quarterly Compliance Report in the prescribed format, for the quarter April 01, 2016 to June 30, 2016.

This report will be placed before the Board at their meeting scheduled to be held over July 18-19, 2016.

This is for your information and records.

Thanking You,

**For Wipro Limited**

*G Kothandaraman*

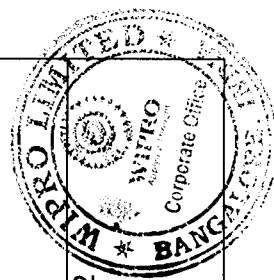
**G Kothandaraman**  
**Head- Secretarial and Compliance**  
Encl: As above

**Compliance Report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. Name of Listed Entity - WIPRO LIMITED
2. Quarter ending – June 30, 2016

**I. COMPOSITION OF THE BOARD**

Title (Mr./Ms)	Name of the Director	PAN* & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)**	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Azim H Premji	PAN-AIRPP9181G DIN-00234280	Chairman and Managing Director – Executive Director	July 31, 2015	-	1	-	-
Mr.	Rishad A Premji	PAN-AAFPR0436G DIN-02983899	Executive Director	May 01, 2015	-	1	-	-
Mr.	T K Kurien	PAN-ACIPK5902D DIN-03009368	Executive Director	February 01, 2016	-	1	1	-
Mr.	Abidali Neemuchwala	PAN-ADZPA0207F DIN-02478060	Executive Director	February 01, 2016	-	1	-	-
Mr.	N Vaghul	PAN-AADPV0297K DIN-00002014	Independent Director	July 23, 2014	July 23, 2014 to July 31, 2016	3	-	2

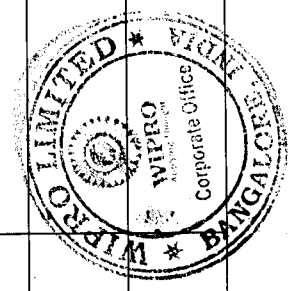


**FOR WIPRO LIMITED**

*M. Sanaula Khan*

**M Sanaula Khan**  
Company Secretary

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Dr	Ashok S Ganguly	PAN-AAFPG1927M DIN - 00010812	Independent Director	July 23, 2014	July 23, 2014 to July 31, 2016	2	-	-
Mr.	M K Sharma**	PAN-AAPPS4589K DIN - 00327684	Independent Director	July 01, 2016	July 01, 2016 to June 30, 2021	5	3	1
Dr.	Jagdish N Sheth	PAN-NA* DIN - 00332717	Independent Director	August 01, 2015	July 23, 2014 till ensuing AGM	1	-	-
Mr.	William A Owens	PAN-NA* DIN - 00422976	Independent Director	July 23, 2014	July 23, 2014 to July 31, 2017	1	-	-
Mr.	Vyomesh Joshi	PAN-NA* DIN - 06404484	Independent Director	July 23, 2014	July 23, 2014 to Sept 30, 2017	1	-	-
Ms.	Ireena Vittal	PAN-AADPV1333J DIN - 05195656	Independent Director	July 23, 2014	July 23, 2014 to Sept 30, 2018	4	4	-
Dr.	Patrick J Ennis	PAN-NA* DIN - 07463299	Independent Director	April 1, 2016	March 31, 2021	1	-	-
Mr.	Patrick Dupuis	PAN-NA* DIN - 07480046	Independent Director	April 1, 2016	March 31, 2021	1	-	-



**For WIPRO LIMITED**

*(Handwritten signature)*

\* PAN is not applicable for the director being a foreign national.

Notes-

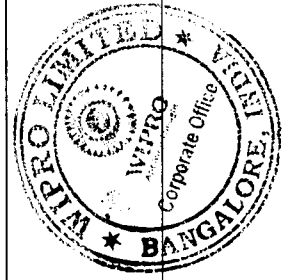
The Board at its meeting held on January 4, 2016 approved, subject to members' approval, re-appointment of Mr. T K Kurien as Executive Director designated as ~~Chairman~~ Chairman from February 1, 2016 to March 31, 2017 and appointment of Mr. Abidali Z Neemuchwala as Executive Director designated as Chief Executive Officer for a period of 5 years with effect from February 5, 2016. The Board at its meeting held on April 20,

2016 appointed Mr. M K Sharma as Additional Director with effect from July 1, 2016 and decided to place the proposal for re-appointment of Mr. N Vaghul and Dr. Ashok S Ganguly as Independent Directors for a further term of 3 years up to July 31, 2019 and Mr. M K Sharma as Independent Director for a further term of 5 years up to June 30, 2021, for approval of the members at the Annual General Meeting scheduled to be held on July 18, 2016.

II. COMPOSITION OF COMMITTEES		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit, Risk and Compliance Committee	1. Mr. N Vaghul 2. Mr. MK Sharma 3. Ms. Ireena Vittal	Independent Director Independent Director Independent Director
2. Board Governance, Nomination and Compensation Committee-	1. Dr. Ashok S Ganguly 2. Mr. N Vaghul 3. Mr. William A Owens	Independent Director Independent Director Independent Director
- Corporate Social Responsibility (CSR) Committee	The Board Governance, Nomination and Compensation Committee also acts as the CSR Committee.	
3. Risk Management Committee (if applicable)	The Audit, Risk and Compliance Committee also acts as the Risk Management Committee	As mentioned in Point No. 1 above
4. Administrative and Shareholder/Investor grievance Committee /Stakeholders Relationship Committee	1. Mr. MK Sharma TK Kurien 2. Mr. Ireena Vittal 3. Ms. TK Kurien	Executive Director Independent Director Independent Director

III. MEETING OF BOARD OF DIRECTORS		
Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
January 16, 2016 - January 18, 2016	April 19, 2016 – April 20, 2016	90 days

IV. MEETING OF COMMITTEES		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
Audit, Risk and Compliance Committee – April 20, 2016	Yes, all the members of the Audit, Risk and Compliance Committee were present and one member was granted leave of absence.	January 16, 2016
		Maximum gap between any two consecutive meetings in number of days* 94 days



**For WIPO LIMITED**

*M Sanaulia Khan*  
M Sanaulia Khan  
Company Secretary

<b>V. RELATED PARTY TRANSACTIONS</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA) <small>(refer note below)</small></b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p><b>Note:</b></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

<p><b>VI. Affirmations</b></p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p style="margin-left: 20px;">a. Audit Committee</p> <p style="margin-left: 20px;">b. Nomination &amp; remuneration committee</p> <p style="margin-left: 20px;">c. Stakeholders relationship committee</p> <p style="margin-left: 20px;">d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:</p> <p style="text-align: right;"><b><i>This report will be placed before the Board of Directors of the Company at their meeting scheduled to be held on July 18-19, 2016.</i></b></p>	
<b>Name</b>	<b>For WIPRO LIMITED</b>
<b>Designation::</b>	<b>M Sanaulla Khan</b> <i>(Signature)</i> Company Secretary
<b>Date</b>	<b>:: July 14, 2016</b>

