



January 6, 2017

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 October 01, 2016 to December 31, 2016.

This report will be placed before the Board at their next meeting in January 2017.

This is for your information and records.

**For Wipro Limited**

**M Sanauulla Khan**  
**Company Secretary**  
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 – December 31, 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	August 1, 2016	August 1, 2016 to July 31, 2019	3	-	2

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-AAFFPG1927M DIN - 00010812	Independent Director	August 1, 2016	August 1, 2016 to July 31, 2019	2	-	-
Mr.	M K Sharma	PAN-AAPPS4589K DIN - 00327684	Independent Director	July 01, 2016	July 01, 2016 to June 30, 2021	5	3	1
Mr.	William A Owens	PAN-NA* DIN - 00422976	Independent Director	July 23, 2014	July 23, 2014 to July 31, 2017	1	-	-
Ms.	Ireena Vittal	PAN-AADPV1333J DIN - 05195656	Independent Director	July 23, 2014	July 23, 2014 to Sept 30, 2018	5	5	-
Dr.	Patrick J Ennis	PAN-NA* DIN - 07463299	Independent Director	April 1, 2016	April 1, 2016 to March 31, 2021	1	-	-
Mr.	Patrick Dupuis	PAN-NA* DIN - 07480046	Independent Director	April 1, 2016	April 1, 2016 to March 31, 2021	1	-	-

Notes-


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

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 2. Ms. Ireena Vittal 3. Mr. TK Kurien	Independent Director Independent Director Executive 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)
July 18, 2016 –July 19, 2016	October 20, 2016 –October 21, 2016	92 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	Maximum gap between any two consecutive meetings in number of days*
Audit, Risk and Compliance Committee – October 20, 2016	Yes, all the members of the Audit, Risk and Compliance Committee were present.	July 18, 2016	93 days

V. RELATED PARTY TRANSACTIONS		Compliance Status (Yes/No/NA) <small>refer note below</small>
Subject		
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>		

VI. Affirmations	
<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> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities)</li> </ol> <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><i>This report will be placed before the Board of Directors of the Company at their meeting scheduled to be held in January 2017.</i></p>	
Name	:: M Sanaulla Khan
Designation::	Company Secretary
Date	:: January 6, 2017
<p><b>FOR WIPRO LIMITED</b></p> <p> M Sanaulla Khan Company Secretary</p>	