

Name of the Company : Wipro Limited

Quarter : July 01, 2015 to September 30, 2015

Particulars	Clause No.	Compliance Status(Yes/No/NA)	Company Remarks
Board of Directors	49 II		
Composition of Board	49 II A	Yes	The Board comprises of Three Executive Directors and Seven Non Executive Directors out of which one director is a Woman Director as on September 30, 2015. Mr. Jagdish Sheth was reappointed as Independent Director on August 1, 2015 after the expiry of his term on July 31, 2015.
Independent Directors	49 II B	Yes	As above; Our Executive Chairman is a Promoter Director and more than half of the Board of Directors consist of Independent Directors
Non-executive Director's Compensation and disclosures	49 II C	Yes	A special resolution for payment of remuneration under Section 197 of the Companies Act,2013 to Directors other than Managing Director and Whole-time Directors, was approved by members of the Company at the Annual General Meeting held on July 23, 2014. Earlier approval of the shareholders were taken by the Company in July 2011 under the provisions of Companies Act, 1956.
Other provisions as to Board and Committees	49 II D	Yes	The Board met four times during 2014-15 and the gap between any two Board Meetings did not exceed four months or One hundred and twenty days. For the Financial Year 2015-16, there were three Board meetings held so far- April 21, 2015, June 03, 2015 and July 22, 2015. Our next Board Meeting is scheduled to be held on October 20-21, 2015. Disclosure on Board and Committee membership details were provided in the Annual Report for 2014-15. Compliance reports are periodically reviewed by the Audit, Risk and Compliance Committee and Board. Secretarial Audit Report in Form MR-3 was disclosed in the annual report for financial year 2015-16.
Code of Conduct	49 II E	Yes	Declarations received from all the Board members and Senior Management personnel of the Company were placed before the Board at its meeting held on April 20-21, 2015 and declaration of CEO forms part of the Annual Report for the financial year 2014-2015.
Whistle Blower Policy	49 II F	Yes	The Company has established a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of business conduct. The Code of Business Conduct and Whistleblower Policy is disclosed on the Company's website and necessary disclosures are provided in the Annual Report of 2014-15.
Audit Committee	49 III		
Qualified and Independent Audit Committee	49 III A	Yes	Audit, Risk and Compliance Committee comprises of three independent directors and it fulfills the requirement under Clause 49 IIIA.
Meeting of Audit Committee	49 III B	Yes	For Financial Year 2015-16, so far the Audit, Risk and Compliance Committee meetings were held on April 20, 2015, May 23, 2015, June 03, 2015 and July 22, 2015. The next Audit, Risk and Compliance Committee meeting is scheduled to be held on October 20, 2015.
Powers of Audit Committee	49 III C	Yes	The Charter of the Audit, Risk and Compliance Committee contains the powers to Audit Committee as approved by the Board.
Role of Audit Committee	49 III D	Yes	The Audit, Risk and Compliance Committee reviewed the topics as per the applicable requirements for the period April 1, 2015 to June 30,2015 at the meeting held on July 22, 2015. With respect to the period July 01, 2015 to September 30, 2015 Audit, Risk and Compliance Committee will be reviewing the topics as per applicable requirements, at their meeting scheduled to be held on October 20, 2015.

Quarterly Compliance Report with respect to Clause 49 of the Listing Agreement

Review of Information by Audit Committee	49 III E	Yes	The Audit, Risk and Compliance Committee reviewed the topics as per the applicable requirements for the period April 1, 2015 to June 30,2015 at the meeting held on July 22, 2015. With respect to the period July 01, 2015 to September 30, 2015 Audit, Risk and Compliance Committee will be reviewing the topics as per applicable requirements, at their meeting scheduled to be held on October 20, 2015.
Nomination and Remuneration Committee	49 IV	Yes	The Company through its Board constituted a Board Governance, Nomination and Compensation Committee and it meets the requirement. Necessary disclosure was provided in the Annual Report of 2014-15.
Subsidiary Companies	49 V	NA	The Indian subsidiary companies of Wipro Limited are not falling in the category of 'Material non-listed Indian subsidiary as the turnover or networth of Indian subsidiary companies of Wipro Limited do not exceed 20% of the consolidated turnover of Wipro Limited or networth respectively in the immediately preceding year i.e. as of March 31, 2015.
Risk Management	49 VI	Yes	The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. Such risks are being periodically reviewed by the Board/Audit, Risk and Compliance Committee at such intervals as advised by the Audit, Risk and Compliance Committee.
Related Party Transactions	49 VII	Yes	The Related Party Transactions are periodically reviewed and approved by the Audit, Risk and Compliance Committee and the Board on a quarterly basis. As per the requirement under Clause 49 of the Listing Agreement, Company has taken Omnibus approval for Related Party Transactions for Financial Year 2015-16 at the Audit, Risk and Compliance Committee meeting held on April 20, 2015. The Related Party Transactions for the quarter from April 1, 2015 to June 30, 2015 were reviewed and approved by the Audit, Risk and Compliance Committee at its meeting held on July 22, 2015. The Related Party Transactions for the quarter from July 01, 2015 to September 30, 2015 will be reviewed and approved by the Audit, Risk and Compliance Committee at its meeting scheduled to be held on October 20, 2015.
Disclosures	49 VIII		
Related party transactions	49 VIII A	Yes	There were no Related Party Transactions which are either not at an arm's length basis (or) not in the normal course of business. There were no material Related Party Transactions entered in to during the quarter ended September 30, 2015.
Disclosure of Accounting Treatment	49 VIII B	Yes	The Company complies with the Accounting Standards issued from time to time as reflected in the Audited financial statements/ audit reports submitted to stock exchange.
Remuneration of Directors	49 VIII C	Yes	The required details were disclosed in the Annual Report of the Company for the year 2014-15.
Management	49 VIII D	Yes	The Annual Report of the Company for year 2014-15 contains the Management Discussion and Analysis report. Disclosure from Senior Management to the Board as required under Clause 49 VIII D(2) are provided on a quarterly basis Disclosure for the period from July 01, 2015 to September 30, 2015 will be placed before the Board at their meeting scheduled to be held on October 20-21, 2015.
Shareholders	49 VIII E	Yes	Results for the quarter ended September 30, 2015 will be put up on Company's website on or after the next scheduled Board Meeting i.e. October 21, 2015.
Proceeds from public issues, rights issue, preferential issues	49 VIII I	NA	-

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CEO/CFO Certification	49 IX	Yes	CEO/CFO certification will be placed before the Board together with the financial statements at its meeting scheduled to be held on October 20, 2015.
Report on Corporate Governance	49 X	Yes	A Separate section on Corporate Governance was made available in the Annual Report of the Company, with a detailed Compliance Report on Corporate Governance For quarter ended June 30, 2015 the Clause 49 compliance report was sent to stock exchanges on July 14, 2015.
Compliance	49 XI	Yes	The Company has obtained a certificate from practicing Company Secretary regarding Compliance of conditions to corporate governance as stipulated in Clause 49 of the listing agreement and the same was disclosed in the Annual Report for financial year 2014-15. Corporate Governance Report in the Annual Report of the Company for the year 2014-15 complies with this requirement.