

**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, 2015

<b>I. COMPOSITION OF THE BOARD</b>								
<b>Title (Mr./Ms)</b>	<b>Name of the Director</b>	<b>PAN* &amp; DIN</b>	<b>Category (Chairperson /Executive/Non-Executive/in dependent/Nominee) **</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure***</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr	Azim H Premji	<b>PAN-</b> AIRPP9181G <b>DIN-</b> 00234280	Chairman and Managing Director – Executive Director	July 31, 2015	-	1	NIL	NIL
Mr.	Rishad A Premji	<b>PAN-</b> AAFPR0436G <b>DIN-</b> 02983899	Executive Director	May 01, 2015	-	1	-	-
Mr.	T K Kurien	<b>PAN-</b> ACIPK5902D <b>DIN-</b> 03009368	Executive Director	February 01, 2011	-	1	1	-
Mr.	N Vaghul	<b>PAN-</b> AADPV0297K <b>DIN</b> - 00002014	Independent Director	July 23, 2014	July 23, 2014 to July 31, 2016	3	-	2
Dr	Ashok S Ganguly	<b>PAN-</b> AAFPG1927M <b>DIN</b> - 00010812	Independent Director	July 23, 2014	July 23, 2014 to July 31, 2016	2	-	-

Title (Mr./Ms)	Name of the Director	PAN* & DIN	Category (Chairperson /Executive/Non-Executive/in dependent/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.	M K Sharma	PAN- AAPPS4589K DIN – 00327684	Independent Director	July 23, 2014	July 23, 2014 to June 30, 2016	6	4	2
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	-

\* PAN number of any director would not be displayed on the website of Stock Exchange

\*\* Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

\*\*\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. (The Independent Directors have been appointed under the provisions of the Companies Act, 2013 and their tenure is considered from the date of appointment under the Companies Act 2013)

## II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
<b>1. Audit, Risk and Compliance Committee</b>	1.Mr. N Vaghul 2.Mr. MK Sharma 3.Ms. Ireena Vittal	Independent Director Independent Director Independent Director
<b>2. Board Governance, Nomination and Compensation Committee-</b>  <b>- Corporate Social Responsibility (CSR) Committee</b>	1.Dr. Ashok S Ganguly 2.Mr. N Vaghul 3.Mr. William A Owens  The Board Governance, Nomination and Compensation Committee also acts as the CSR Committee.	Independent Director Independent Director Independent Director
<b>3. Risk Management Committee (if applicable)</b>	The Audit, Risk and Compliance Committee also acts as the Risk Management Committee	As mentioned in Point No. 1 above
<b>4. Administrative and Shareholder/Investor grievance Committee /Stakeholders Relationship Committee</b>	1.Mr. TK Kurien 2.Mr. MK Sharma 3.Ms. Ireena Vittal	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)
July 22, 2015 – July 23, 2015	October 20, 2015 – October 21, 2015	89 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, 2015	<b>Yes</b> , Two out of three members of the Audit, Risk and Compliance Committee were present.	July 22, 2015	89 days

**V. RELATED PARTY TRANSACTIONS**

<b>Subject</b>	<b>Compliance Status (Yes/No/NA)<sup>refer note below</sup></b>
Whether prior approval of audit committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>Yes</b>

**Note:**

- 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.**
- 2. If status is "No" details of non-compliance may be given here.**

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
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:

***This report will be placed before the Board of Directors of the Company at their meeting scheduled to be held on January 16-18, 2016.***