

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

**Name of the Company : Wipro Limited**  
**Quarter : October 01, 2014 to December 31, 2014**

Particulars	Clause No.	Compliance Status(Yes/No/NA)	Company Remarks
<b>Board of Directors</b>	<b>49 II</b>		
Composition of Board	49 II A	Yes	Three Executive Directors and Seven Non Executive Directors as on December 31, 2014
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	Prior approval of the shareholders obtained in July 2011 for payment of remuneration by way of commission for a further period of five years at the Annual General Meeting held on July 19, 2011. 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 at the Annual General Meeting held on July 23, 2014.
Other provisions as to Board and Committees	49 II D	Yes	The Board met four times during 2013-14 and the gap between any two Board Meetings did not exceed four months. For Q1 2014-2015 the Board Meeting was held on July 24, 2014 For Q2 2014-2015 the Board Meeting was held on October 22, 2014. For Q3 2014-2015 the Board Meeting is scheduled to be held on January 16, 2015  The requirement is complied with. The Corporate Governance Report annexed to the Directors' Report for the year 2013-2014 contains a statement to this effect.(page no 67)
Code of Conduct	49 II E	Yes	Declarations received from all the Board members and Senior Management personnel of the Company placed before the Board at its meeting on April 16-17, 2014 and declaration of CEO forms part of the Annual Report for the financial year 2013-2014.
Whistle Blower Policy	49 II F	Yes	
<b>Audit Committee</b>	<b>49 III</b>		
Qualified and Independent Audit Committee	49 III A		Audit, Risk and Compliance Committee has three directors and all are independent directors.
Meeting of Audit Committee	49 III B		Exclusive meeting among the Audit, Risk and Compliance Committee members is held every quarter and in all the Audit Committee meetings CFO, Head of Internal Audit and other executives as are appropriate and representatives of Statutory Auditors are present.  For Q1 2014-15 Audit Committee meeting was held on July 23, 2014.  In Q2 2014-15 Audit Committee meeting was held on August 21, 2014 and October 20, 2014.  For Q3 2014-15 Audit Committee is scheduled to be held on January 15, 2015
Powers of Audit Committee	49 III C	Yes	The Charter of the Audit Committee approved by the Board grants the Powers to Audit Committee
Role of Audit Committee	49 III D	Yes	With respect to the period July 01, 2014 to September 30, 2014 Audit, Risk and Compliance Committee reviewed these topics at the meeting August 21, 2014 and October 20, 2014.  With respect to the period October 01, 2014 to December 31, 2014 Audit, Risk and Compliance Committee will be reviewing these topics at the meeting scheduled to be held on January 15, 2015

Review of Information by Audit Committee	49 III E	Yes	With respect to the period July 01, 2014 to September 30, 2014 Audit, Risk and Compliance Committee reviewed these topics at the meeting August 21, 2014 and October 20, 2014.  With respect to the period October 01, 2014 to December 31, 2014 Audit, Risk and Compliance Committee will be reviewing these topics at the meeting scheduled to be held on January 15, 2015
<b>Nomination and Remuneration Committee</b>	<b>49 IV</b>	<b>Yes</b>	
<b>Subsidiary Companies</b>	<b>49 V</b>	<b>NA</b>	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, 2014.
<b>Risk Management</b>	<b>49 VI</b>	<b>Yes</b>	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 Committee at such intervals as advised by the Audit Committee.
<b>Related Party Transactions</b>	<b>49 VII</b>	<b>Yes</b>	April 01, 2014 to June 30, 2014 , such transactions were reviewed by the Audit Committee at its meeting held on July 23, 2014  July 01, 2014 to September 30, 2014 ,such transactions were reviewed by the Audit Committee at its meeting held on October 20, 2014.  October 01, 2014 to Decem+D14ber 31, 2014 such transactions will be reviewed by the Audit Committee at its meeting scheduled to be held on January 15, 2015
<b>Disclosures</b>	<b>49 VIII</b>		
Related party transactions	49 VIII A	Yes	There are no transactions which are either not at an arm's length basis (or) not in the normal course of business.
Disclosure of Accounting Treatment	49 VIII B	Yes	We comply with the Accounting Standards issued from time to time as reflected in the audited/ un audited financialstatements/ audit reports submitted to stock exchange.
Remuneration of Directors	49 VIII C	Yes	The required details are disclosed in the Annual Report of the Company for the year 2013-14 (refer page no 66)
Management	49 VIII D	Yes	The Annual Report of the Company for year 2013-14 contains the Management Discussion and Analysis report. Disclosure from Senior Management for the period April 01, 2014 to June 30, 2014 was placed before the meeting held on July 24, 2014.  Disclosure from Senior Management for the period July 01, 2014 to September 30, 2014 was placed before the Board at their meeting held on October 22, 2014.  Disclosure from Senior Management for the period October 01, 2014 to December 30, 2014 will be placed before the Board at their meeting scheduled to be held on January 15, 2015.
Shareholders	49 VIII E	Yes	Results for the quarter ended September 30, 2014 were put up on company's website on October 23, 2014. Results for the quarter ended December 31, 2014 will be put up on company's website on or after the next scheduled Board Meeting i.e January 16, 2015.
Proceeds from public issues, rights issue, preferential issues	49 VIII I	NA	This is not applicable as we have not made any Public/ Rights/ Preferential issues. However, issue of equity shares arising from exercise of Stock options/ RSUs by the employees is reflected in the cash flow statement.'
<b>CEO/CFO Certification</b>	<b>49 IX</b>	<b>Yes</b>	CEO/CFO certification was placed before the Board together with the financial statements at its meeting held on October 22, 2014 and Similar details will be placed at the Board meeting scheduled to be held on January 15, 2015.

<b>Report on Corporate Governance</b>	<b>49 X</b>	<b>Yes</b>	The Annual Report of the Company for year 2013-14 contains a separate section on Corporate Governance. For quarter ended September 30, 2014 the compliance report was sent on October 15, 2014
<b>Compliance</b>	<b>49 XI</b>	<b>Yes</b>	We have obtained the certificate and Corporate Governance Report in the Annual Report of the Company for the year 2013-14 sent to shareholders contains a certificate to this effect. Corporate Governance Report in the Annual Report of the Company for the year 2013-14 complies with this requirement.