

April 11, 2017

The Manager – Listing  
BSE Limited  
(BSE: 507685)

022 22723121

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

022 26598237

Dear Sir,

**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 January 01, 2017 to March 31, 2017.

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

This is for your information and records.

**For Wipro Limited**

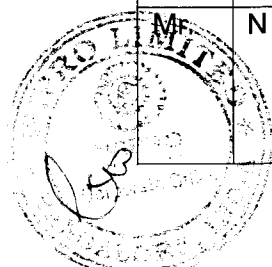
**M Sanaula Khan**  
**Company Secretary**  
Encl: As above

**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 – March 31, 2017

I. COMPOSITION OF THE BOARD								
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	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	January 31, 2017	-	1	1	-
Mr.	Abidali Z 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

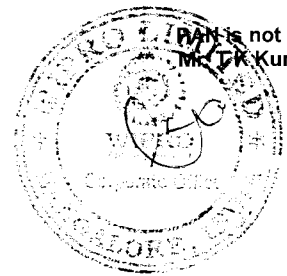


Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/in dependent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships 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)
Dr	Ashok S Ganguly	PAN- AAFPG1927M 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	2
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	6	6	-
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.

Mr. P. Kurien has retired from the Board of Directors w.e.f January 31, 2017.



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-  - Corporate Social Responsibility (CSR) Committee	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
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. Rishad A Premji***	Independent Director Independent Director Executive Director

\*\*\* Mr. Rishad A Premji has been appointed in place of Mr T K Kurien w.e.f February 01, 2017

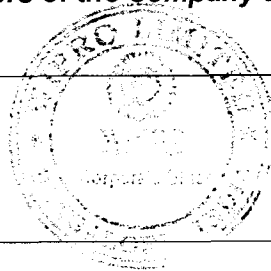
III. MEETING OF BOARD OF DIRECTORS		
Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
October 20, 2016 –October 21, 2016	January 24, 2017 –January 25, 2017	95 days

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 – January 24, 2017	Yes, all the members of the Audit, Risk and Compliance Committee were present.	October 20, 2016	95 days



<b>V. RELATED PARTY TRANSACTIONS</b>	
<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>
<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>	

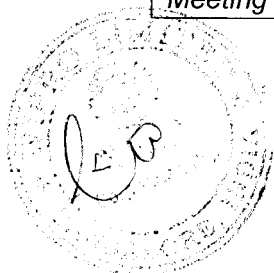
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>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><b><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></b></p>	
<b>Name</b>	<b>:: M Sanulla Khan</b>
<b>Designation</b>	<b>:: Company Secretary</b>
<b>Date</b>	<b>:: April 11, 2017</b>



## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	YES	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and/or their associates	YES	
New name and the old name of the listed entity	YES	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1)	YES
<i>Meeting of Board of directors</i>	17(2)	YES



<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment &amp; Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	YES
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES

<i>Approval for material related party transactions</i>	23(4)	YES
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	YES
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES
<i>Familiarization of independent directors</i>	25(7)	YES
<i>Memberships in Committees</i>	26(1)	YES
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	YES
<i>Disclosure of Shareholding by NonExecutive Directors</i>	26(4)	YES
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	YES

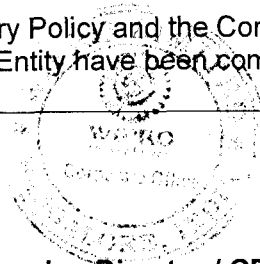
**Note**

- 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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Name & Designation**



**Company Secretary / Compliance Officer / Managing Director / CEO**