

**COMPLIANCE REPORT WITH THE FINAL CORPORATE GOVERNANCE RULES OF THE NEW YORK STOCK EXCHANGE (NYSE) AS APPROVED BY THE SECURITIES & EXCHANGE COMMISSION ON NOVEMBER 4, 2003 AS MODIFIED ON NOVEMBER 3, 2004 AND CODIFIED IN SECTION 303A OF THE NYSE LISTED COMPANY MANUAL**

The New York Stock Exchange's board of directors approved significant changes in its listing standards in 2002, aimed at restoring investor confidence by strengthening corporate governance practices. Companies listed on the NYSE must comply with these Corporate Governance standards which are codified in Section 303A of the NYSE Listed Companies Manual. Though some of the requirements are not applicable, the company presently complies with all the practices.

Listed companies that are foreign private issuers (as such term is defined in Rule 3b-4 of the Securities Exchange Act, 1934, as amended (the "Exchange Act")) are permitted to follow their home country practices in lieu of the provisions of Section 303A, except that such companies are required to comply with the requirements of Sections 303A.06, 303A.11 and 303A.12(b) and (c).

**A compliance report on the Corporate Governance Standards as codified in Section 303A of the NYSE Listed Company Manual as of March 31, 2009 is presented below:**

**1. Listed companies must have a majority of independent directors (303A.01)**

The Board of our Company comprises of six Independent Non Executive Directors out of a total strength of seven directors as on March 31, 2009.

**2 (a). No director qualifies as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Companies must identify which directors are independent and disclose the basis for that determination. (303A.02(a))**

Six directors on the board are independent directors and satisfy the category of 'independent directors' as per this clause.

**2(b) In addition, a Director is not independent if-**

**i) The director is or has been within the last three years, an employee of the listed company or an immediate family member is, or has been within the last three years, an executive officer, of the listed company. (303A.02(b)(i))**

None of our existing independent directors or their family members has held the office as an executive officer in the Company within the last three years.

**ii) The director has received or has an immediate member who has received, during any 12 months period within the last three years, more than \$120,000 in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) (303A.02(b)(ii))**

None of our independent directors receive any other direct compensation apart from their directorship and committee fees, pension, or any form of deferred compensation or have ever received any such amounts at any point of time.

**iii) A) The director is a current partner or employee of a firm that is the Company's internal or external auditor; B) The director has an immediately family member who is a current partner of such a firm; C) The director has an immediate family member who is a current**

**employee of such a firm and personally works on the listed company's audit or; D) The director or an immediately family member was within the last three years a partner or employee of such a firm and personally worked on the Listed Company's audit within that time. (303A.029(b)(iii))**

None of our independent directors or their immediate family members have ever been affiliated or employed in any capacity by a present or former internal or external auditor of the company at any point of time and have ever participated in the firm's audit or assurance of tax compliance practice.

**iv) The director or an immediate family member, is or has been within the last three years, employed as an executive officer of another company where any of the listed company's present executive officers at the same time serves or served on that Company's Compensation Committee (303A.02(b)(iv))**

None of our independent directors or their immediate family members is or has been within the last three years, employed as executive officers of another company where any of the company's present executive officers at the same time serves or served on that company's compensation committee.

**v) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Listed company for property or services in an amount, which, in any of the last three fiscal years, exceeds the greater of \$1 Mn or 2% of such other company's consolidated gross revenues. (303A.02(b)(v))**

None of the independent Directors, nor any of their immediate family member is a current executive officer, has not made payments to, or received from, the Company for property or services in an amount, which, in any of the last three fiscal years, exceeds the greater of \$1 Mn or 2% of such other company's consolidated gross revenues.

**3. To empower non-management directors to serve as a more effective check on management, the non-management directors of each Listed company must meet at regularly scheduled executive sessions without management. (303A.03)**

Non-management directors regularly meet at scheduled executive sessions without management prior to every Board meeting held during the year. The executive sessions were all presided by Mr. N Vaghul, our lead independent director.

**4 (a) Listed companies must have a nominating/corporate governance committee composed entirely of independent directors. (303A.04(a))**

**4 (b) The nominating/corporate governance committee must have a written charter that addresses: (303A.04(b)(i) & (ii))**

- i. the committee's purpose and responsibilities – which, at minimum, must be to: identify individuals qualified to become board members, consistent with criteria approved by the board, and to select, or to recommend that the board select, the director nominees for the next annual meeting of shareholders; develop and recommend to the board a set of corporate governance guidelines applicable to the corporation; and oversee the evaluation of the board and management; and**
- ii. an annual performance evaluation of the committee**

### **Board Governance and Nomination Committee**

In April 2009, the Board Governance and Compensation Committee was split into two separate committees and reconstituted as Board Governance & Nomination Committee and Compensation Committee. The amended charters of these two Committees were approved by the Board in April 2009 and this reconstitution is with effect from April 22, 2009. These charters committees are available on our website under [www.wipro.com](http://www.wipro.com). After this reconstitution, the members of the Board Governance & Nomination Committee are as follows:

Dr. Ashok S Ganguly	Chairman of the Board Governance and Nomination Committee
Mr. N. Vaghul, P.M. Sinha and Bill Owens	Members of the Board Governance and Nomination Committee

All members of the Board Governance and Nomination Committee are independent non-executive directors

The primary responsibilities of the Board Governance and Nomination Committee are:

- Develop and recommend to the Board Corporate Governance Guidelines applicable to the Company,
- Evaluation of the Board on a continuing basis including an assessment of the effectiveness of the full Board, operations of the Board Committees and contributions of individual directors, and
- Lay down policies and procedures to assess the requirements for induction of new members on the Board.
- Implementing policies and processes relating to corporate governance principles
- Ensuring that appropriate procedures are in place to assess Board membership needs and Board effectiveness
- Reviewing the Company's policies that relate to matters of Corporate Social Responsibility, including public issues of significance to the Company and its stakeholders
- Developing and recommending to the Board of Directors for its approval an annual evaluation process of the Board and its Committees.
- Formulating the Disclosure Policy, its review and approval of disclosures;

### **Board membership criteria**

Board members are expected to possess strong management experience, ideally with major public companies with successful multinational operations, other areas of expertise or experience that are desirable, given the Company's business and the current membership of the Board, such as expertise or experience in Information Technology business, manufacturing, international, financial or investment banking, scientific research and development, senior level government experience and academic administration, personal characteristics matching with the Company's values such as Integrity, Accountability, Financial Literacy and high performance standards.

The Board Governance and Nomination Committee comprise entirely of Independent Directors which work closely with the Board in identifying, screening, recruiting and recommending Directors for nomination by the Board for election as members of the Board.

## **Re-appointment of Directors in the Annual General Meeting**

Our Articles of Association provide that at least two-thirds of our directors shall be subject to retirement by rotation. One third of these directors must retire from office at each annual general meeting of the shareholders. A retiring director is eligible for re-election.

As per the above provisions, the Board Governance and Nomination Committee has recommended Mr B C Prabhakar, Mr William Arthur Owens and Dr Jagdish N Sheth , Directors who retire by rotation, for re-appointment.

### **Performance evaluation**

The performance evaluation of the members of the Board and its Committees are done by the Board Governance and Nomination Committee.

**5 (a). Listed companies must have a compensation committee composed entirely of independent directors. (303A.05(a))**

**5 (b). The compensation committee must have a written charter that addresses: (303A.05(b))**

**(i) the committee's purpose and responsibilities – which, at minimum, must be to have direct responsibility to: (303A.05(b)(i))**

**(A) review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation; and**

**(B) make recommendations to the Board with respect to non-CEO executive officer compensation and incentive-compensation and equity based plans that are subject to Board approval; and**

**(C) produce a compensation committee report on executive officer compensation as required by the SEC to be included in the listed company's annual proxy statement or annual report on Form 10K filed with the SEC;**

**(ii) an annual performance evaluation of the compensation committee. (303A.05(b)(ii))**

In April 2009, the Board Governance and Compensation Committee was split into two separate committees and reconstituted as Board Governance & Nomination Committee and Compensation Committee. The amended charters of these two Committees were approved by the Board in April 2009 and this reconstitution is with effect from April 22, 2009. These charters committees are available on our website under [www.wipro.com](http://www.wipro.com). After this reconstitution, the members of the Compensation Committee are as follows:

### **Compensation Committee**

The members of the Compensation Committee are as under:

Dr. Ashok S Ganguly Chairman of the Board Governance and Compensation Committee

Mr. N. Vaghul and P.M. Sinha Members of the Board Governance and Compensation Committee

The primary responsibilities of the Compensation Committee are:

- Determine and approve salaries, benefits and stock option grants to senior management employees and Directors of our Company.
- Approve and evaluate the compensation plans, policies and programs for Whole-time Directors and Senior Management.
- Act as Administrator of the Company's Employee Stock Option Plans and Employee Stock Purchase Plans drawn up from time to time,

Our charter for our Compensation Committee of the Board complies with each of the requirements. The required disclosure with respect to executive officer compensation is provided in Form 20F. The performance evaluation of the Committee is done by the Board Governance and Nomination Committee.

The Board also gives appropriate directions to the Committee from time to time.

**6. Listed companies must have an audit committee that satisfies the requirements of Rule 10A-3 under the Exchange Act. (303A.06)**

Our Company has an Audit Committee that satisfies the requirements of Rule 10A-3 under the Exchange Act. This Committee was renamed as Audit/Risk and Compliance Committee with effect from April 22, 2009.

**7.(a) The audit committee must have a minimum of three members. (303A.07(a))**

The Company's Audit/Risk and Compliance Committee of the Board is comprised of three independent directors.

**(b) In addition to any requirement of Rule 10A-3(b)(1), all audit committee members must satisfy the requirements for independence set out in Section 303A.02. (303A.07(b))**

The members of the Audit/Risk and Compliance Committee satisfy all the requirements set out in Section 303A.02.

**(c) The audit committee must have a written charter that addresses: (303A.07(c))**

**(i) the committee's purpose – which, at minimum, must be to:**

**(A) assist board oversight of (1) the integrity of the Listed company's financial statements, (2) the Listed company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, and (4) the performance of the Listed company's internal audit function and independent auditors; and**

**(B) prepare an audit committee report as required by the SEC to be included in the Listed company's annual proxy statement.**

**(ii) an annual performance evaluation of the audit committee; and**

The report of the Audit/Risk and Compliance Committee, Management and Independent Auditors complies with each of the requirements and have been included in the Annual Report in Form 20F.

**(iii) the duties and responsibilities of the audit committee – which, at minimum, must include those set out in Rule 10A-3(b)(2), (3), (4) and (5) of the Exchange Act , as well as to:**

The duties and responsibilities of the Company's Audit/Risk and Compliance Committee include among other things, those set out in Rule 10A-3(b)(2), (3), (4) and (5) of the Exchange Act

**(A) at least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the listed company. (303A.07(c)(iii)(A))**

The Audit/Risk and Compliance Committee reviews the report of the independent auditors with respect to the above matters on a quarterly basis.

**(B) meet to review and discuss the Listed Company's annual audited financial statements and quarterly financial statements with management and the independent auditor, including reviewing the company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." (303A.07(c)(iii)(B))**

This requirement has been complied with by our Audit/Risk and Compliance Committee.

**(C) discuss the Listed Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. (303A.07(c)(iii)(C))**

The Audit/Risk and Compliance Committee meets this requirement and reviews and discusses the earnings press releases, financial information and earnings guidance on a quarterly basis.

**(D) discuss policies with respect to risk assessment and risk management.**

The policies with respect to risk assessment and risk management on various aspects of business as adopted by the Company are presented to the Committee and the Board for their review, from time to time.

**(E) meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors. (303A.07(c)(iii)(E))**

The Audit/Risk and Compliance Committee meets separately with Management, the Company's Head of Internal Audit and the independent auditors of the Company on a quarterly basis.

**(F) review with the independent auditor any audit problems or difficulties and management's response. (303A.07(c)(iii)(F))**

The Audit/Risk and Compliance Committee complies with this requirement and reviews the independent auditor's functions, problems or difficulties including discussions of the responsibilities, on a quarterly basis.

**(G) set clear hiring policies for employees or former employees of the independent auditors. (303A.07(c)(iii)(G))**

The Company has not employed any of the employees or former employees of the independent auditors.

**(H) report regularly to the board of directors. (303A.07(c)(iii)(H))**

The Audit/Risk and Compliance Committee complies with this requirement and reports on a quarterly basis to the Board of Directors.

**7. (d) Each listed company must have an internal audit function. (303A.07(d))**

The Company's Internal Audit is an ISO 9001:2000 certified function. The Audit/Risk and Compliance Committee reviews the audit observations of the Company's Internal Audit department pertaining to various Business Units and discusses the same with the Management.

**8. Shareholders must be given the opportunity to vote on all equity compensation plans and material revisions thereto, with limited exemptions explained below: (303A.08)**

The Company complies with this requirement and as per Indian law, all the ESOP Plans, RSU Plans and other material revisions in equity compensation have been approved by the shareholders in the General Meeting of the Company.

**9. Listed companies must adopt and disclose corporate governance guidelines (303A.09)**

A detailed report on corporate governance as well as a brief write up on the charters of the Committees of the Board is made available as part of this Annual Report and is also available on our website ([www.wipro.com/investors](http://www.wipro.com/investors)). The charters of the Audit/Risk and Compliance Committee, Board Governance & Nomination Committee and Compensation Committee are available on our website. The detailed corporate governance guidelines of the Company are also available on the website. ([www.wipro.com/investors](http://www.wipro.com/investors))

**10. Listed companies must adopt and disclose a code of business conduct and ethics for directors, officers and employees and promptly disclose any waivers of the code for directors or executive officers. (303A.10)**

The Company has adopted the Code of Business Conduct and Ethics and Our updated Code of Business Conduct and Ethics is available under the investor relations section on our website ([www.wipro.com/investors](http://www.wipro.com/investors)).

**11. Listed foreign private issuers must disclose any significant ways in which their corporate governance practices differ from those followed by domestic companies under NYSE listing standards. (303A.11)**

Although the Company's required home country standards on corporate governance may differ from the NYSE listing standards, the Company's actual corporate governance policies and practices are in compliance with the NYSE listing standards applicable to domestic companies.

**12. Certification requirements**

**(a) Each listed company CEO must certify to the NYSE each year that he or she is not aware of any violation by the company of NYSE corporate governance listing standards, qualifying the certification to the extent necessary (303A.12(a))**

The Company complies with this requirement and the certificate from our CEO is reproduced at the end of this report.

**(b) Each listed company CEO must promptly notify the NYSE in writing after any executive officer of the listed company becomes aware of any material non-compliance with any applicable provisions of this Section 303A.**

This requirement has been incorporated into the company's policies and procedures and would trigger such a notification in the event any executive officer becomes aware of material non-compliance with the applicable provisions of Section 303A. Through the date hereof, no event has occurred in the Company that would necessitate any notification to the NYSE pursuant to this requirement.

- (c) Each listed company must submit an executed Written Affirmation annually to the NYSE. In addition, each listed company must submit an interim Written Affirmation each time a change occurs to the Board or any of the committees subject to Section 303A. The annual and interim Written Affirmations must be in the form specified by the NYSE. (303A.12(c))**

The Annual Written Affirmation has been submitted on June 30, 2008. Interim Report is not applicable as there has been no change in the Audit/Risk and Compliance Committee membership since our last filing.

- 13. Issue of a public reprimand letter to any listed company that violates a NYSE listing standard. (303A.13)**

The Company has complied with the requirements of NYSE Corporate Governance standards and no public reprimand letter was received by the Company.

**14. The Listed Company must have and maintain a publicly accessible website**

The Company's website [www.wipro.com](http://www.wipro.com) meets with this requirement.

**ANNUAL CERTIFICATION BY CEO PURSUANT TO SECTION 303A.12(a) OF THE OF NEW YORK STOCK EXCHANGE (NYSE) LISTED COMPANY MANUAL**

As the Chief Executive Officer of Wipro Limited and as required by Section 303A.12(a) of the New York Stock Exchange Listed Company Manual, I hereby certify that as of the date hereof I am not aware of any violation by the Company of NYSE's Corporate Governance Listing Standards, other than has been notified to the Exchange pursuant to Section 303A.12(b) and disclosed as an attachment hereto.

By: /S/  
Azim H. Premji, Chief Executive Officer

Date: June 12, 2009.



