

Quarterly Compliance Report with respect to Clause 49 of the Listing Agreement			
Name of the Company : Wipro Limited			
Quarter : April 01, 2014 to June 30, 2014			
Particulars	Clause of Listing Agreement	Compliance status Yes/No	Remarks
<b>I. BOARD OF DIRECTORS</b>			
<b>(A) Composition of Board</b>			
- Optimum combination executive and non-executive directors	49(IA)(i)	Yes	Three Executive Directors and Ten Non Executive Directors as on June 30, 2014 Dr Henning Kagermann ceased to be a director of the Company with effect from closing hours of June 30, 2014.
- Executive Chairman with half of the Board comprising of independent directors	49(IA)(ii)	Yes	As above; Our Executive Chairman is a promoter director and more than half of the Board of Directors consist of Independent Directors
- Independent Directors fulfill the criteria of "independence"	49(IA)(iii)	Yes	
<b>(B) Non-executive directors' compensation and disclosures</b>			
- All fees/compensation paid to independent directors shall be fixed by the Board with prior approval of the Shareholders	49(IB)	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, 1956 to directors other than Managing Director and Whole-time Directors, is proposed for consideration and approval by members at the ensuing Annual General Meeting to be held on July 23, 2014.
<b>(C) Other provisions as to Board and Committees</b>			
- the Board shall meet four times a year, with a maximum time gap of four months between any two meetings the Board	49(IC)(i)	Yes	The Board met four times during 2013-14 and the gap between any two Board Meetings did not exceed four months. For Q4 2013-2014 the Board Meeting was held on April 16-17, 2014 For Q1 2013-2014 the Board Meeting is scheduled to be held on July 24, 2014
- a Director shall not be a member in more than 10 committees or act as Chairman of more than five committees across all companies in which he is a director.	49(IC)(ii)	Yes	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 69)
Director to inform the Company on an annual basis about the committee position he occupies in other companies and notify changes as and when they take place			Disclosure regarding the committee membership and other directorships are obtained from all the Directors and placed before the Board at the Board meeting held on April 16-17, 2014. Changes in committee and Director position etc are also intimated to the Board from time to time
- Periodic review by the Board of the compliance reports of all laws applicable the Company as well as steps taken by the company to rectify instances of non-compliances	49(IC)(iii)	Yes	For the quarter and year ended March 31, 2014, the report was placed before the board at the Board Meeting to be held on April 16-17, 2014 For the quarter ended June 30, 2014, the report will be placed before the board at the Board Meeting scheduled to be held on July 24, 2014
- Vacancy caused by separation of an independent director to be filled up within 180 days	49(IC)(iv)	Not applicable	Not applicable. No vacancy of independent Directors arose during the quarter
<b>(D) Code of Conduct</b>			
- Affirmation of compliance with the Code of Conduct on an annual basis by all Board members and senior management	49(ID)	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.

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<b>II. AUDIT, RISK AND COMPLIANCE COMMITTEE</b>			
<b>A. Qualified and Independent Audit Committee</b>			
	49(IIA)		
i. Audit Committee shall have minimum 3 directors and two-third of 3 shall be independent directors	49(IIA)(i)	Yes	Audit, Risk and Compliance Committee has four directors and all are independent directors.
ii. All audit committee members shall be financially literate and at least one member shall have accounting or related financial management expertise	49(IIA)(ii)	Yes	
iii. Chairman of the Audit Committee shall be an independent director	49(IIA)(iii)	Yes	
iv. Chairman of the Audit Committee shall be present at Annual General Meeting	49(IIA)(iv)	Yes	At the last Annual General Meeting held on July 25, 2013, due to leave of absence provided to Mr N Vaghul, the Chairman of the Audit Committee, Mr M K Sharma, a member of the Audit Committee, was appointed as Alternate Chairman to meet the requirements under Clause 49(IIA)(iv).
v. Independent meeting of the Audit Committee members without management and invitation to CFO, Head Internal Audit and a representative of statutory auditor	49(IIA)(v)	Yes	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.
vi. The Company Secretary shall act as the Secretary to the Committee	49(IIA)(vi)	Yes	
<b>B. Meeting of Audit Committee</b>			
- the Committee shall meet four times a year, with a maximum time gap of four months between two meetings and quorum shall be minimum of two independent members	49(II)(vii)	Yes	During the fourth quarter of 2013-2014 (i.e quarter ended March 31, 2014), Audit, Risk and Compliance Committee meetings was held on April 16, 2014 For Q1 2014-15 Audit Committee meeting is scheduled to be held on July 23, 2014
<b>C. Powers of Audit Committee</b>			
	49(II)(C)	Yes	The Charter of the Audit Committee approved by the Board grants the Powers to Audit Committee as listed in Clause 49(II)(C)
<b>D. Role of Audit Committee</b>			
- Compliance with respect to list of items as listed in Clause 49(II)(D)	49(II)(D)	Yes	With respect to the period April 01, 2014 to June 30, 2014 Audit, Risk and Compliance Committee will be reviewing these topics at the meeting scheduled to be held on July 23, 2014
<b>E. Review of information by Audit Committee</b>			
- Compliance with respect to list of items as listed in Clause 49(II)(E)	49(II)(E)	Yes	With respect to the period April 01, 2014 to June 30, 2014 Audit, Risk and Compliance Committee will be reviewing these topics at the meeting scheduled to be held on July 23, 2014
<b>III. SUBSIDIARY COMPANIES</b>			
i. At least one independent director of the Board of the holding company shall be a director of a material non listed Indian	49(III)(i)	Not applicable. Please see	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 quarter i.e. January 01, 2014 to March 31, 2014

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subsidiary company		remarks	
ii. Audit Committee shall also review the financial statements in particular, investments made by the unlisted Indian subsidiary company	49(III)(ii)	Yes	With respect to the period April 01, 2014 to June 30, 2014 Audit, Risk and Compliance Committee will be reviewing these topics at the meeting scheduled to be held on July 23, 2014
iii. The minutes of the Board meetings of the unlisted subsidiary companies shall be placed at the Board meeting of the listed holding company.	49(III)(iii)	Yes	For January 01, 2014 to March 31, 2014 the minutes/ resolutions of the Board meetings of the unlisted subsidiary companies, as applicable, were placed before the Board of Wipro Limited at the Meeting held on April 16-17, 2014 For April 01, 2014 to June 30, 2014 the minutes/ resolutions of the Board meetings of the unlisted subsidiary companies, as applicable, will be placed before the Board of Wipro Limited at the Meeting scheduled to be held on July 24, 2014.
The management shall periodically bring to the attention of			For January 1, 2014 to March 31, 2014 quarter, such transactions, if any of the unlisted subsidiary companies were placed before the Board of Wipro Limited at the meeting held on April 16-17, 2014
the Board of the listed holding company, a statement of all significant transactions or arrangements entered into by the unlisted subsidiary company.			For April 01, 2014 to June 30, 2014 the minutes/ resolutions of the Board meetings of the unlisted subsidiary companies will be placed before the Board of Wipro Limited at the Meeting scheduled to be held on July 24, 2014.
<b>IV. DISCLOSURES</b>	49(IV)		
<b>A. Basis of related party transactions</b>			
- Compliance with respect to list of items as listed in Clause 49(IVA)	49(IVA)	Yes	January 01, 2013 to March 31, 2013 , such transactions were reviewed by the Audit Committee at its meeting held on April 16, 2014 April 01, 2014 to June 30, 2014 ,such transactions will be reviewed by the Audit Committee at its meeting scheduled to be held on July 23, 2014
			There are no transactions which are either not at an arm's length basis (or) not in the normal course of business.
<b>B. Disclosure of Accounting Treatment</b>	49(IVB)	Complied with	We comply with the Accounting Standards issued from time to time as reflected in the audited/ un audited financial statements/ audit reports submitted to stock exchange.
<b>C. Board disclosures- Risk Management</b>	49(IVC)	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 Committee at such intervals as advised by the Audit Committee.
<b>D. Proceeds from public issues, rights issues, preferential issues, etc.</b>	49(IVD)	Not Applicable Please see remarks	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>E. Remuneration of Directors</b>	49(IVE)		

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i. All pecuniary relationship or transactions of the non-executive directors vis a vis the company shall be disclosed in the annual report	49(IV E)(i)	Yes	The required details are disclosed in the Annual Report of the Company for the year 2013-14 (refer page no 66)
ii-iv Disclosure as per items ii to iv	49(IV E)(ii) to (iv)	Yes	The required details are disclosed in the Annual Report (refer page no 66).
v. Disclosure of shareholding of Non Executive Directors who are proposed to be appointed/re-appointed, in the notice to the general meeting called for appointment of such director	49(IV E)(v)	Yes	The required details are disclosed in the notice for AGM of the Company for the year 2013-14 for directors being appointed/reappointed.
<b>F. Management</b>			
i. Management Discussion and Analysis report shall form part of the Annual report to shareholders	49(IV F)(i)	Yes	The Annual Report of the Company for year 2013-14 contains the Management Discussion and Analysis report.
ii. Senior management disclosure to the Board relating to all material financial and commercial transactions	49(IV F)(ii)	Yes	Disclosure from Senior Management for the period April 01, 2014 to June 30, 2014 will be placed before the meeting scheduled to be held on July 24, 2014.
<b>G. Shareholders</b>			
i. Disclosure to shareholders in case of the appointment of a new director or re-appointment of a director	49(IV G)(i)	Yes	The notice for the Annual General Meeting scheduled to be held on July 23, 2014 contains the required disclosures.
ii. Disclosure of relationship between Directors	49(IV G)(ia)	Yes	None of our directors are related to each other. The disclosure is made in the Annual Report for the year 2013-14.
iii. Quarterly results and presentations made by the Company to analysts shall be put on website	49(IV G)(ii)	Yes	Results for the quarter ended March 31, 2014 were put up on company's website on April 17, 2014. Results for the quarter ended June 30, 2014 will be put up on company's website on or after the next scheduled Board Meeting i.e July 24, 2014.
iv. Constitution of Shareholder and Investors Grievance Committee	49(IV G)(iii)	Yes	
v. Delegation of power of share transfer to Share Transfer Agent of the Company	49(IV G)(iv)	Yes	
<b>V. CEO/CFO CERTIFICATION</b>			
CEO/CFO Certification as required under 49(V)	49(V)	Yes	CEO/CFO certification was placed before the Board together with the financial statements at its meeting held on April 16-17, 2014 and Similar details will be placed at the Board meeting to be held on July 24, 2014.
<b>VI. REPORT ON CORPORATE GOVERNANCE</b>			
i. Separate section on the report on Corporate Governance in the Annual Report	49(VI)(i)	Yes	The Annual Report of the Company for year 2013-14 contains a separate section on Corporate Governance.
ii. Quarterly compliance Report	49(VI)(ii)	Yes	For quarter and year ended March 31, 2014 the compliance report was sent on April 14, 2014
<b>VII. COMPLIANCE</b>			
1. Company shall obtain certificate from either the auditors or Practising Company Secretary regarding compliance of	49(VII)	Yes	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.

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corporate governance conditions as stipulated in this clause			
2. Disclosure of the compliance with mandatory requirements and adoption/nonadoption of the non mandatory requirements in the Corporate Governance report	49(VII)	Yes	Corporate Governance Report in the Annual Report of the Company for the year 2013-14 complies with this requirement.
<b>Amendments made in April 2008</b>			
If non executive Chairman is a Promoter or is related to a Promoter, the Board should consist of at least ½ of independent directors	Provisio 49(IA)(ii) to	Yes	This is not applicable for our Company. Our Chairman is an Executive Chairman.
Disclosure of relationship between Directors inter-se shall be made in Annual Report, notice to shareholders regarding appointment of Directors, public issue documents and related filings with Stock exchanges	49(IVG)(ia)	Yes	None of our directors are related to each other. Our Annual Report for 2013-14, contains this disclosure.
If a vacancy arises in the position of an independent director, such vacancy should be filled up within 180 days unless the company will meet minimum independent directors criteria even after such vacancy being caused	49(IC)(iv)	Yes	We have more than the minimum requirement (1/2 of Board) as independent directors and we did not have any vacancy of any Independent Director during this quarter
Minimum age of independent director is now proposed to be increased to 21 for all independent directors	49(IB)(g)	Yes	We comply with this requirement.
Company is required to satisfy that the Independent Director has the qualification, experience and whose contribution will be effective to the Company	49(ID)	Yes	This is covered in the Company's Corporate Governance guidelines and disclosure in the Annual Report.
<b>Amendments made in October 2008</b>			
In the Context of definition of Independent Director, Expression "related to any promoter"	49(1A)(ii)	Yes	Not Applicable
a] If the promoter is a listed entity, its directors other than the independednt directors, its employees or its nominee are deemed to be related to it;			
b] if the promoter is an unlisted entity, its directors, its nominees shall be deemed to be related.			