UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 79669 / December 22, 2016

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3837 / December 22, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17746

In the Matter of **BADREE KOMANDUR, ACA,** **SATISH ARUNACHALAM, CA,** **AND WIPRO LIMITED,** **Respondents.**	**ORDER INSTITUTING PUBLIC ADMINISTRATIVE AND CEASE-AND-DESIST PROCEEDINGS PURSUANT TO SECTIONS 4C AND 21C OF THE SECURITIES EXCHANGE ACT OF 1934 AND RULE 102(e) OF THE COMMISSION'S RULES OF PRACTICE, MAKING FINDINGS, AND IMPOSING REMEDIAL SANCTIONS, A CEASE-AND-DESIST ORDER, AND A CIVIL PENALTY**

I.

The Securities and Exchange Commission ("Commission") deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted against Wipro Limited ("Wipro" or "Respondent Wipro") pursuant to Section 21C of the Securities Exchange Act of 1934 ("Exchange Act"), and that public administrative and cease-and-desist proceedings be, and hereby are, instituted against Badree Komandur, ACA ("Komandur" or "Respondent Komandur") and Satish Arunachalam, CA ("Arunachalam" or "Respondent Arunachalam," and, together with Wipro and Komandur, "Respondents") pursuant to Sections 4C[1] and 21C of the Exchange Act and Rule 102(e)(1)(iii) of the Commission's Rules of Practice.[2]

[1] Section 4C(a) provides, in relevant part, that:

> The Commission may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found…(1) not to possess the requisite qualifications to represent others; (2) to be lacking in

II.

In anticipation of the institution of these proceedings, Respondents have submitted Offers of Settlement (the "Offers"), which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission's jurisdiction over each of them respectively and the subject matter of these proceedings, which are admitted, all Respondents consent to the entry of this Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions, a Cease-and-Desist Order, and a Civil Penalty ("Order"), as set forth below.

III.

On the basis of this Order and Respondents' Offers, the Commission finds[3] that:

SUMMARY

1. From 2006 through 2009, an accountant in Wipro's Controllership Division, Anup Agarwal, embezzled money from Wipro and was involved in other misconduct, including personal transactions with his supervisors, Badree Komandur and Satish Arunachalam. Komandur and Arunachalam, who served as Wipro's Corporate Controller and Wipro's Assistant Controller and General Manager of Finance, respectively, and KPMG India Audit Manager, Alok Saraf ("Saraf"), who was responsible for KPMG India's audit procedures around Agarwal's work related to Wipro's foreign exchange and derivatives accounting, each accepted money from Agarwal during this time period.[4]

> character or integrity, or to have engaged in unethical or improper professional conduct; or (3) to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations issued thereunder.

[2] Rule 102(e)(1)(iii) provides, in pertinent part, that:

> The Commission may…deny, temporarily or permanently, the privilege of appearing or practicing before it…to any person who is found…to have willfully violated, or willfully aided and abetted the violation of any provision of the Federal securities laws or the rules and regulations thereunder.

[3] The findings herein are made pursuant to Respondents' Offers of Settlement and are not binding on any other person or entity in this or any other proceeding.

[4] Komandur, Arunachalam and Saraf maintain that they were unaware of Agarwal's embezzlement, and that they believed the payments from Agarwal were either investment proceeds that Agarwal had collected for them, or, in some cases, loans. Saraf paid some money to Agarwal before the embezzlement was uncovered, which Saraf characterizes as a loan repayment.

2. Agarwal embezzled 228 million Indian rupees, or more than $4 million, from Wipro[5] while hiding his conduct through fraudulent accounting entries in one of Wipro's Exchange Rate Fluctuation ("ERF") accounts. Agarwal disguised his theft as a series of foreign currency losses. During the same time period, Komandur and Arunachalam also caused other erroneous accounting entries to be made in Wipro's foreign currency exchange accounts.

3. The totality of these events, which Wipro uncovered in the course of multiple investigations, caused the company's financial statements to be misstated in eleven periodic reports that Wipro filed with or furnished to the SEC during fiscal years 2008, 2009, and 2010. Wipro's internal accounting controls failed to detect the misconduct.

4. By the conduct described above, Wipro violated the reporting, books and records and internal controls provisions of the Exchange Act in connection with the misstatements. Komandur and Arunachalam caused Wipro's violations. Komandur and Arunachalam also willfully violated certain internal controls provisions of the federal securities laws, specifically, Section 13(b)(5) of the Exchange Act and Rule 13b2-1 thereunder. By virtue of their willful actions, Komandur and Arunachalam are subject to the provisions set forth in Rule 102(e)(1)(iii) and Section 4C of the Exchange Act.

RESPONDENTS

5. **Wipro Limited** is an information technology service company incorporated in the Republic of India with its principal executive office in Bangalore, India. Wipro's American Depositary Shares ("ADSs"), each represented by one equity share, are registered with the Commission pursuant to Section 12(b) of the Exchange Act. Wipro's ADSs trade on the New York Stock Exchange. As a foreign private issuer, Wipro files annual reports with the Commission on Form 20-F, and furnishes interim financial statements to the Commission on Form 6-K. Through fiscal year 2009, Wipro included in its annual and interim reports financial statements denoted as having been prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"). Starting in fiscal year 2010, Wipro began providing financial statements denoted as having been prepared in accordance with International Financial Reporting Standards ("IFRS").

6. **Badree Komandur, ACA**,[6, 7] age 45, is a citizen of the Republic of India. Komandur joined Wipro in June 1998 as a Manager of Finance, thereafter became a Vice President of

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Saraf also accepted money from another Wipro accountant besides Agarwal whose job focused on matters relating to internal controls. Saraf shared an apartment with this other accountant during the relevant time.

5 Wipro was able to recover a substantial portion of the stolen funds once it discovered the embezzlement.

6 The designation "ACA" (Associate Chartered Accountant) is a qualification gained through the Institute of Chartered Accountants in England and Wales. Komandur is also an Associate Member of the Institute of Company Secretaries of India, having completed specialized training in the area of corporate law. Additionally, he attained

Finance, and then ascended to the Corporate Controller position in or around mid-2005, a role that he held until his resignation from the company in February 2010.

7. **Satish Arunachalam, CA**,[8] age 44, is a citizen of the Republic of India. In 1996, Arunachalam became a member of the Institute of Chartered Accountants of India ("ICAI"). That same year, he also joined Wipro, where he worked until his resignation from the company in February 2010. Arunachalam was Wipro's Assistant Controller and General Manager of Finance during the relevant period.

OTHER RELEVANT INDIVIDUALS AND ENTITY

8. **Alok Saraf, CA**, age 32, is a citizen of the Republic of India. In 2005, Saraf became a member of the ICAI. Saraf was employed by KPMG India from March 2006 through May 2010. Saraf joined the Wipro engagement team in September 2006, began performing audit and review procedures relating to Wipro's derivatives and foreign exchange activities in September 2007, and, in or around December 2008, assumed primary responsibility for auditing this area. He ceased work on the Wipro engagement in or around late December 2009.

9. **Anup Kumar Agarwal**, **CA**, (1983 – 2009), was a citizen of the Republic of India. Agarwal served as an accountant in the company's Controllership Division from 2006 until April 2009, where he was responsible for foreign exchange accounting, investment and banking operations, and treasury support activities. Agarwal transferred into Wipro's mergers and acquisitions ("M&A") group in April 2009. Agarwal took his own life on or about December 23, 2009.

10. **KPMG India** is an Indian Registered Partnership and a member of the KPMG network of independent member firms affiliated with KPMG International Cooperative, a Swiss entity. KPMG India audited Wipro's consolidated financial statements and internal control over financial reporting during the time period relevant to this proceeding. KPMG India is registered with the PCAOB.[9]

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membership in the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India early in his career.

[7] All of the individual respondents reside overseas in either South Asia or Southeast Asia, and all of them lived abroad during the entirety of the SEC's investigation.

[8] The designation "CA" (Chartered Accountant) is used in India by members of the ICAI.

[9] KPMG India's PCAOB registration application and the firm's annual reports filed with the PCAOB list the firm's legal name as "KPMG."

FACTS

The Embezzlement and Other Foreign Exchange Accounting Errors

11. From November 2006 through mid-December 2009, Agarwal embezzled more than $4 million from Wipro via transfers from Wipro's bank accounts to a personal bank account under his control.[10] Agarwal used banking passcodes belonging to various Controllership Division employees to authorize a number of the payments. Agarwal had access to others' banking passcodes and computer passwords because this information was shared by certain employees during the relevant time.

12. Agarwal concealed the embezzlement by recording fictitious currency exchange rate losses in a general ledger account at Wipro (the "ERF Account"). The ERF Account was intended to be used to capture the impact of currency exchange rate fluctuations (ERF), as well as gains and losses on related hedges.[11] Agarwal, however, created fictitious losses in the account to disguise the majority of the embezzlement payments. In a few instances, he hid his theft by making false entries in a balance sheet liability account.

13. Agarwal was able to create fictitious accounting entries, initiate bank fund transfers and act as a "maker" for certain bank payments, and oversee bank reconciliations relating to certain bank accounts because of insufficient segregation in the duties assigned to him. Agarwal exploited this control weakness.

14. Wipro uncovered the embezzlement in December 2009 when Agarwal made an especially large transfer to a personal bank account under his control, which overdrew one of Wipro's bank accounts. The overdraft prompted a Wipro employee to scrutinize the payment and to discover its true nature.

15. Company officials confronted Agarwal in mid-December 2009. Agarwal immediately admitted his crimes. Two weeks later, he took his own life. When Agarwal confessed, he revealed that he had given embezzled money to Komandur, Arunachalam, Saraf, and nine other Wipro employees under the guise of being purported profits from certain investments he had supposedly made for them. Komandur's and Arunachalam's financial dealings with Agarwal, which undisputedly involved tens of thousands of dollars, violated a conflict of interest policy at Wipro.

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[10] The embezzlement alone did not have a material impact on Wipro's financial statements during any single reporting period during the relevant period.

[11] Wipro enters into forward exchange contracts, also referred to as derivatives or hedges, to minimize the impact of currency fluctuations on its profits.

16. Around the same time that Wipro officials were probing Agarwal's fictitious embezzlement entries, they also learned that there were other accounting errors and unsubstantiated journal entries that were not derived from the embezzlement.

17. These accounting errors and unsupported journal entries were present in multiple ERF accounts, including the ERF Account used in the embezzlement, as well as outstanding liability accounts from the fourth quarter of fiscal year 2008 through the fourth quarter of fiscal year 2010. Some of the errors were similar in nature to Agarwal's embezzlement entries, in that they involved transfers from the ERF Account to a balance sheet liability account. Such errors impacted Wipro's reported operating income and operating margin,[12] and they were recorded by employees with Komandur's and Arunachalam's knowledge.

18. Komandur and Arunachalam, in their supervising capacities as Corporate Controller and Assistant Controller, also presided over other errors in the company's books and records. During the fourth quarter of fiscal year 2009, Agarwal discovered an incorrect intercompany balance, which he raised to Komandur and Arunachalam. The erroneous balance related to incorrect currency conversions that had been carried out on a periodic basis beginning in at least March 2008 between Wipro's business process outsourcing services business (BPO) and its Cyprus company. The incorrect conversions caused both overstatements and understatements of Wipro's reported profit before interest and tax over multiple reporting periods.[13]

19. After Agarwal identified the error, Komandur and Arunachalam failed to undertake timely corrective action, and were aware that the error was not corrected for multiple quarters. This error remained on the books for the next four quarters and was fully corrected only in November 2010. KPMG India working papers reflect that Komandur and Arunachalam represented to KPMG India staff that the company's interim financial statements in fiscal years 2009 and 2010 were prepared in conformity with GAAP and that no unusual journal entries or other adjustments had been recorded, despite the persistence of the error from the incorrect conversions.

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[12] Gains and losses for Wipro's ERF Account were recorded in the company's income statement, and thus affected operating income and operating margin. By transferring a portion of gains and losses from the ERF Account to a balance sheet liability account, these errors improperly impacted the current period profit.

[13] As a result, this metric was overstated by approximately 130 million Indian rupees, or approximately $3.25 million, in the fourth quarter of Wipro's fiscal year 2008, contained a net understatement of approximately 551 million Indian rupees, or approximately $11 million, for Wipro's fiscal year 2009, and was either overstated or understated by various amounts ranging from approximately 6 million Indian rupees, or approximately $124,766, to approximately 385 million Indian rupees, or approximately $8.6 million, in each quarter of Wipro's fiscal year 2010, resulting in a net overstatement of 36 million Indian rupees, or approximately $800,000, for the end of that fiscal year. The error was fully corrected in Wipro's annual report for fiscal year 2010.

Agarwal's Payments to KPMG India Auditor Saraf

20. Between December 2007 and October 2009, Agarwal and another Wipro accountant[14] gave at least 715,000 Indian rupees, or approximately $15,543, to Saraf, who was responsible for auditing the company's derivatives and foreign exchange accounts. These funds equaled more than 5% of Saraf's annual earnings in fiscal year 2008, nearly 19% of his annual earnings in fiscal year 2009, and over 50% of his earnings in fiscal year 2010.

21. In the summer of 2009, Saraf asked Agarwal to buy and sell on Saraf's behalf the securities of a publicly traded company operating in the banking sector.

22. In August 2009, Agarwal deposited 96,000 Indian rupees, or approximately $2,086, into a Saraf account as purported trading profits. In actuality, the funds for the deposit were not trading profits, since Agarwal never executed the trades Saraf had requested.

23. Agarwal later confessed that he paid Saraf money for the purpose of "maintaining good relationship."

Agarwal Claimed that Complete Ledgers for the ERF Account Were Not Available.

24. Wipro's auditor did not have access to complete ERF Account details while Agarwal's embezzlement was ongoing. Agarwal lied to Saraf that it was not possible to extract the complete ERF Account details from Wipro's general ledger. Agarwal informed Arunachalam of the misrepresentation to Saraf at least as early as the second quarter of fiscal year 2010. Arunachalam did not object or take steps to clarify the matter.

25. Saraf then used an incomplete population to derive samples for testing the ERF Account. In conducting the audit of the ERF Account, Saraf requested a download of the SAP general ledger data so that he could perform testing procedures on the account balance population. Upon receiving Saraf's request, Agarwal informed Saraf that it was not possible to provide him with the SAP general ledger data for the account. In response, and at the suggestion of Agarwal, Saraf elected to instead use the derivatives contract register, which was a sub-population of the total ERF Account, as the population from which to perform his audit testing of the ERF Account. Saraf did not document in the workpapers Agarwal's claim regarding the unavailability of the ERF general ledger data and KPMG India's modification to the audit procedures as a result.

[14] Saraf shared an apartment with this individual for a portion of the time that Saraf worked on the Wipro engagement.

26. Agarwal's embezzlement and other errors in Wipro's ERF accounts did not affect the register of derivative contracts—the only source of data that Saraf used for audit sampling—and were therefore insulated from possible detection during the sampling process.[15]

Wipro Revises its Financial Statements.

27. On November 12, 2010, Wipro filed its annual report for fiscal year 2010, which incorporated disclosures related to foreign exchange accounting errors from the fourth quarter of fiscal year 2008 through the fourth quarter of fiscal year 2010.[16] The absolute value of the total of these errors was nearly $67 million and impacted eleven periodic reports filed with or furnished to the Commission.[17] The errors affected several financial statement balances.

28. The errors had the largest impact on the company's fiscal year 2009 quarterly reporting. The reported profit before tax was overstated by 4.9% in one quarter, and understated in amounts ranging from 3.4% to 6.0% in the other quarters. The reported profit after tax was overstated by 5.3% in one quarter, and understated in amounts ranging from 3.6% to 6.2% in the other quarters. The reported operating income for Wipro's IT Services reporting segment in fiscal year 2009 was overstated by 4.1% during the third quarter of fiscal year 2009, and understated by 4.7%, 7.7%, and 5.9% in the first, second, and fourth quarters, respectively, of fiscal year 2009.[18]

29. Wipro's IT Services segment was Wipro's core business during the second quarter of fiscal year 2009, when Wipro understated the operating income for its IT Services by 7.7% under U.S. GAAP. This segment comprised approximately 75% of the company's consolidated revenue in fiscal year 2009, and made up 94% of Wipro's overall operating income. The operating income of this segment was highlighted in Wipro's earnings releases during the relevant period.

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15 After the discovery of the embezzlement, KPMG India deployed a new audit team to conduct further testing procedures for the period from 2008 through 2010 for the general ledger accounts that Saraf had audited.

16 The revised financial results reflected: (a) foreign exchange accounting errors identified in a review undertaken by an outside law firm in response to Agarwal's confession; (b) errors made as part of the embezzlement scheme; and (c) other reporting errors.

17 For context, the company recorded approximately $6.05 billion in total revenues for fiscal year 2010, and its net income that year was approximately $1.02 billion.

18 In the company's fiscal year 2009 annual report, the reported operating income for Wipro's IT Services segment was understated by 3.4% under U.S. GAAP.

30. In investigating the causes of the errors, Wipro identified and disclosed in its fiscal year 2010 annual report the following material weaknesses in internal control over financial reporting that existed as of the end of fiscal year 2009:[19]

(a) sharing of online banking access passwords and internal accounting system passwords both internally and with personnel responsible for external financial reporting;

(b) lack of effective controls over recording of journal entries;

(c) lack of timely and adequate reconciliation and review of period-end reinstatement of foreign currency inter-company unit balances, including the recording of appropriate adjustments; and

(d) insufficient segregation of duties in relation to recording and initiating certain banking payments.

The company's recognition of material weaknesses was triggered by the embezzlement and the foreign exchange accounting errors subsequently uncovered.

Wipro Undertakes Remedial Measures.

31. In the wake of the embezzlement and the accounting failures, Wipro took several steps intended to remediate weaknesses associated with its foreign exchange and derivatives accounting: it conducted an internal investigation and used the results for remedial purposes; engaged an external law firm and external accountants to conduct an investigation and likewise used the results of that process for remedial purposes; hired additional accounting and finance personnel; voluntarily produced documents and information to Commission staff about the events described in this Order; and developed and adopted new policies and processes based upon recommendations by internal auditors and an outside consultant.

32. The consultant has produced multiple reports regarding Wipro's currency risk management operations, its procurement to payment processes, and its financial reporting system, resulting in the company's adoption of, among other things, password compliance declarations and controls, segregation of duties policies, and enhanced training.

33. Wipro also disciplined thirty-five individuals who were involved in the control failures and false accounting or who engaged in financial transactions with Agarwal.

[19] Wipro also concluded that its previously issued report on Internal Control Over Financial Reporting (ICOFR), as of March 31, 2009, should no longer be relied upon. Likewise, KPMG India concluded that its audit opinion on ICOFR as of March 31, 2009 should also no longer be relied upon.

VIOLATIONS

Wipro

34. Exchange Act Section 13(a) and Rule 13a-16 under the Exchange Act require foreign private issuers to furnish to the Commission on Form 6-K information required by that form, including, in Wipro's case, information from quarterly reports, promptly after the information is made public.[20] Rule 12b-20 under the Exchange Act, which applies to all reports filed or furnished pursuant to Section 13, requires disclosure of such additional material information as may be necessary to make the required statements not misleading. Implicit in these provisions is the requirement that the information reported be true, correct, and complete. *See SEC v. Kalvex, Inc.*, 425 F. Supp. 310, 315-16 (S.D.N.Y. 1975); *see also SEC v. Koenig*, 469 F.2d 198, 200 (2d Cir. 1972).

35. Wipro violated Section 13(a) of the Exchange Act and Rules 12b-20 and 13a-16 thereunder when it furnished to the Commission its interim report for the second quarter of fiscal year 2009. That interim report materially understated the operating income of Wipro's IT Services segment by 7.7% under U.S. GAAP.

36. Wipro violated Section 13(b)(2)(A) of the Exchange Act, which requires reporting companies to make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect their transactions and dispositions of their assets. Because Wipro improperly recorded gains and losses from its derivatives and foreign currency transactions, its books, records and accounts did not, in reasonable detail, accurately and fairly reflect its transactions and dispositions of assets.

37. Lastly, as a result of the conduct described above, Wipro violated Section 13(b)(2)(B) of the Exchange Act, which requires all reporting companies to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles.

Komandur and Arunachalam

38. By their conduct described above, Komandur and Arunachalam caused Wipro's violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20 and 13a-16 thereunder.

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[20] Form 6-K requires, among other things, a foreign private issuer to furnish to the Commission on that form whatever information the company "(i) makes or is required to make public pursuant to the law of the jurisdiction of its domicile or in which it is incorporated or organized…." Form 6-K, General Instruction B. Wipro furnishes reports to the Commission on Form 6-K each quarter because it must file quarterly reports with its local regulator.

39. Based on the conduct described above, Komandur and Arunachalam willfully violated Section 13(b)(5) of the Exchange Act and Rule 13b2-1 thereunder.[21]

40. Due to their willful violations of the law, as set forth above, Komandur and Arunachalam are subject to the provisions set forth in Section 4C(a)(3) of the Exchange Act and Rule 102(e)(1)(iii) of the Commission's Rules of Practice.

FINDINGS

41. Based on the foregoing, the Commission finds that Wipro violated Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20 and 13a-16 promulgated thereunder.

42. Based on the foregoing, the Commission finds that Komandur and Arunachalam: (i) willfully violated Section 13(b)(5) of the Exchange Act and Rule 13b2-1 thereunder; (ii) caused Wipro's violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20 and 13a-16 promulgated thereunder; and (iii) are subject to the provisions set forth in Section 4C(a)(3) of the Exchange Act and Rule 102(e)(1)(iii) of the Commission's Rules of Practice.

CORPORATE UNDERTAKINGS

In addition to the remedial actions taken by Respondent Wipro to date, Wipro has undertaken to:

43. Conduct a comprehensive review and prepare and submit to Commission staff, within 180 calendar days of the entry of this Order, a written report ("Initial Report") regarding Wipro's policies, procedures, practices and internal controls related to accounting for foreign currency transactions, including derivatives and hedging activities (collectively, its "forex accounting program"). The Initial Report shall include a complete description of Wipro's forex accounting program and any proposals for improving, modifying, or supplementing the forex accounting program, and must be certified in writing by the audit committee of Wipro's board of directors ("Audit Committee"). The Initial Report and the Audit Committee certification shall be transmitted to Gregory G. Faragasso, Assistant Director, Division of Enforcement, United States

[21] These provisions prohibit persons from knowingly circumventing or knowingly failing to implement a system of internal accounting controls, knowingly falsifying any book, record or account, and directly or indirectly falsifying or causing to be falsified any book, record, or account. A willful violation of the securities laws means merely "'that the person charged with the duty knows what he is doing.'" *Wonsover v. SEC*, 205 F.3d 408, 414 (D.C. Cir. 2000) (quoting *Hughes v. SEC*, 174 F.2d 969, 977 (D.C. Cir. 1949)). There is no requirement that the actor "'also be aware that he is violating one of the Rules or Acts.'" *Id.* (quoting *Gearhart & Otis, Inc. v. SEC*, 348 F.2d 798, 803 (D.C. Cir. 1965)).

Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549. Wipro shall also provide a copy of the Initial Report to its external auditors. Wipro may extend the time period for issuance of the Initial Report with prior written approval of the Commission staff.

44. Wipro shall undertake at least one follow-up review in the nine months after submission of its Initial Report to Commission staff, incorporating any comments provided by the Commission staff on the previous report, to further monitor and assess whether its forex accounting program is reasonably designed and capable of detecting violations of the federal securities laws and other applicable accounting principles related to accounting for foreign currency transactions (the "Follow-up Report"). In the Follow-up Report, which must be certified in writing by the Audit Committee, Wipro shall also provide the Commission staff with its assessment of its forex accounting program.

45. The Follow-up Report shall be completed by no later than 270 days after the Initial Report. Wipro shall also provide a copy of the Follow-up Report to its external auditors. If, after the submission of the Follow-up Report, the Commission staff requests Wipro to undertake a second follow-up review of its forex accounting program, incorporating any comments from the Commission staff regarding the Follow-up Report, Wipro shall complete this review no later than 270 days after the date of the Commission staff's request ("Second Follow-up Report"). The Second Follow-up Report, if one is requested, must: be certified in writing by the Audit Committee; be provided to Wipro's external auditors; and shall provide the Commission staff with an updated assessment of Wipro's forex accounting program. Wipro may extend the time period for issuance of the Follow-up Report and the Second Follow-up Report, if one is requested, with prior written approval of the Commission staff. The Follow-up Report and the Second Follow-up Report, if one is requested, and the Audit Committee certification(s) shall be transmitted to Gregory G. Faragasso at the address listed above.

46. The periodic reviews and reports submitted by Wipro will likely include proprietary, financial, confidential, and competitive business information. Public disclosure of the reports could discourage cooperation, impede pending or potential government investigations or undermine the objectives of the reporting requirement. For these reasons, among others, the reports and the contents thereof are intended to remain and shall remain non-public, except (1) pursuant to court order, (2) as agreed by the parties in writing, (3) to the extent that the Commission staff determines in its sole discretion that disclosure would be in furtherance of the Commission's discharge of its duties and responsibilities, or (4) if otherwise required by law.

47. Wipro shall certify, in writing, compliance with the undertakings set forth above. The certification shall identify the undertakings, provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. The Commission staff may make reasonable requests for further evidence of compliance, and Respondent agrees to provide such evidence. The certification and supporting material shall be submitted to Gregory G. Faragasso, with a copy to the Office of Chief Counsel of the Enforcement Division, no later than sixty (60) days from the date of the completion of the undertakings.

IV.

48. In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondents' Offers.

Accordingly, it is hereby **ORDERED**, effective immediately, that:

A. Pursuant to Section 21C of the Exchange Act, Respondent Wipro shall cease and desist from committing or causing any violations and any future violations of Sections 13(a), 13(b)(2)(A), and 13(b)(2)(B) of the Exchange Act and Rules 12b-20 and 13a-16 thereunder.

B. Wipro shall comply with the undertakings enumerated in Section III., paragraphs 43 - 47, above.

C. Wipro shall, within 10 days of the entry of this Order, pay a civil money penalty in the amount of $5 million (U.S.) to the United States Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. § 3717. Payment must be made in one of the following ways:

(1) Wipro may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;

(2) Wipro may make direct payment from a bank account via Pay.gov through the SEC website at http://www.sec.gov/about/offices/ofm.htm; or

(3) Wipro may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Wipro Limited as a respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Gerald Hodgkins, Associate Director, Division of Enforcement, United States Securities and Exchange Commission, 100 F St., NE, Washington, DC 20549.

D. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Wipro agrees that in any Related Investor Action, it shall not argue that it is entitled to, nor shall it benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Wipro's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Wipro agrees that it shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Wipro by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

E. Wipro acknowledges that the Commission is not imposing a civil penalty in excess of $5 million (U.S.) based upon its cooperation in a Commission investigation. If at any time following the entry of the Order, the Division of Enforcement ("Division") obtains information indicating that Wipro knowingly provided materially false or misleading information or materials to the Commission or in a related proceeding, the Division may, at its sole discretion and with prior notice to Wipro, petition the Commission to reopen this matter and seek an order directing that Wipro pay an additional civil penalty. Wipro may contest by way of defense in any resulting administrative proceeding whether it knowingly provided materially false or misleading information, but may not: (1) contest the findings in the Order; or (2) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

F. Respondent Komandur shall cease and desist from committing or causing any violations and any future violations of Sections 13(a), 13(b)(2)(A), 13(b)(2)(B), and 13(b)(5) of the Exchange Act and Rules 12b-20, 13a-16, and 13b2-1 promulgated thereunder.

G. Komandur is denied the privilege of appearing or practicing before the Commission as an accountant.

H. After four years from the date of the Order, Komandur may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Komandur's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Komandur, or the public accounting firm with which he is associated, is registered with the PCAOB in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Komandur, or the registered public accounting firm with which he is associated, has been inspected by the PCAOB and that inspection did not identify any criticisms of or potential defects in Komandur's or the firm's quality control system that would indicate that Komandur will not receive appropriate supervision;

(c) Komandur has resolved all disciplinary issues with the PCAOB, and has complied with all terms and conditions of any sanctions imposed by the PCAOB (other than reinstatement by the Commission); and

(d) Komandur acknowledges his responsibility, as long as he appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the PCAOB, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

I. The Commission will consider an application by Komandur to resume appearing or practicing before the Commission provided that his chartered accountant license is current and he has resolved all other disciplinary issues with the ICAI, the Institute of Chartered Accountants of England and Wales, and the Institute of Cost Accountants of India. However, if licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Komandur's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

J. Respondent Arunachalam shall cease and desist from committing or causing any violations and any future violations of Sections 13(a), 13(b)(2)(A), 13(b)(2)(B), and 13(b)(5) of the Exchange Act and Rules 12b-20, 13a-16, and 13b2-1 promulgated thereunder.

K. Arunachalam is denied the privilege of appearing or practicing before the Commission as an accountant.

L. After four years from the date of the Order, Arunachalam may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Arunachalam's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

   (a) Arunachalam, or the public accounting firm with which he is associated, is registered with the PCAOB in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

   (b) Arunachalam, or the registered public accounting firm with which he is associated, has been inspected by the PCAOB and that inspection did not identify any criticisms of or potential defects in Arunachalam's or the firm's quality control system that would indicate that Arunachalam will not receive appropriate supervision;

   (c) Arunachalam has resolved all disciplinary issues with the PCAOB, and has complied with all terms and conditions of any sanctions imposed by the PCAOB (other than reinstatement by the Commission); and

   (d) Arunachalam acknowledges his responsibility, as long as he appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the PCAOB, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

M. The Commission will consider an application by Arunachalam to resume appearing or practicing before the Commission provided that his chartered accountant license is current and he has resolved all other disciplinary issues with the ICAI. However, if licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Arunachalam's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Brent J. Fields
Secretary