

WIPRO LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS

**The Code of Business Conduct and Ethics was originally approved and made effective in 2002.
- Amendments reviewed, approved on and effective from February 19, 2007
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Table of Contents

A	Spirit of Wipro
B	Chairman’s Message
C	What is Code of Business Conduct and Ethics?
D	How to use this Code?
E	Applicability
F	Where to Go for Help
G	Duty to speak up
H	Limitations to the Code of Business Conduct and Ethics
	POLICIES
1	Policy on Business Relationships
2	Policy on Conflict of Interest a. Employment of Relatives b. Outside Employment
3	Controllership Policy
4	Policy on Insider Trading and Unfair Trade Practices in Securities Market
5	Policy on Intellectual Property
6	Policy on Free and Fair Competition/Anti-trust
7	Policy on Foreign Corrupt Practices Act
8	Policy on Electronic Resources
9	Privacy and Confidentiality Policy
10	Policy on Equal Employment Opportunity Policy, Employment Policy and Prohibition of Harassment & Discrimination
11	Policy on Separation
12	Policy on Media and Advertisement
13	Policy on Environment, Health and Safety
14	Policy on Maintaining And Managing Records
15	Policy on Records on Legal Hold
16	Policy on Export Controls
17	Policy on Confidential Information
18	Policy on Selecting Suppliers
19	Policy on Lobbying
20	Policy on Government Contracts
21	Policy on Elimination of Child Labour
22	Policy on Anti-boycott
23	Policy on Freedom of Association
24	Policy on Abolition of Forced Labour.
25	General
26	Procedure for reporting concerns
27	Method to report or raise concerns

INTRODUCTION

A. SPIRIT OF WIPRO

The Spirit of Wipro* represents core values of Wipro. The three values encapsulated in the Spirit of Wipro are:

Intensity to Win

- Make customers successful
- Team, innovate and excel

Act with Sensitivity

- Respect for the individual
- Thoughtful and responsible

Unyielding Integrity

- Delivering on commitments
- Honesty and fairness in action

** For more details read our booklet 'Spirit of Wipro'*

B. CHAIRMAN'S MESSAGE

Spirit of Wipro is the essence of Wipro. Through its three Values - Intensity to Win, Act with Sensitivity, and Unyielding Integrity - the Spirit of Wipro will guide you through challenging situations and dilemmas, by serving as a beacon that guides action. The Spirit is the touchstone of our ethics and behavior. As a Wiproite, you have joined a culture where you are a custodian of this Spirit of Wipro.

One of the Values we cherish is "Unyielding Integrity". At a basic level, Integrity is about action and behavior that is compliant with the law of the land. But Integrity means more than that. It is about delivering on the commitments that we make, for our word must become our deed. We have always believed that there can be no compromise on Integrity. As Wiproites, we must always establish the foremost standards of honesty and fairness, without compromise, ever.

But Integrity has an even higher meaning: And that is a commitment to searching for and acting on the truth. I know this is not easy, but this has to be the endeavor. This is the path to "Unyielding Integrity".

I believe that you have the maturity and integrity to make the right call when faced with an ethical dilemma. This document seeks to serve two purposes. One, to guide you through the seemingly tough choices you may be faced with in the daily execution of your role. And two, to help create confidence in the minds of our customers, investors, suppliers and the society at large with respect to our dependability and sincerity.

Live the Spirit of Wipro
Azim Premji

C. WHAT IS CODE OF BUSINESS CONDUCT AND ETHICS (“COBCE”)

Integrity is telling oneself the truth and honesty is telling the truth to other people. COBCE is designed to help employees recognize and deal with ethical issues in their work. Wipro’s policy is to comply with all applicable laws and regulations, being committed to conducting business in an ethical manner and acting with integrity in dealing with our customers, suppliers, partners, competitors, employees and its other stakeholders.

D. HOW TO USE THIS CODE?

Consider this COBCE as a guide to help whenever you have a question about ethics or if you are faced with an ethical dilemma. COBCE may not address all the situations which employees may encounter in their day-to-day work. It is also not always easy to determine the ethical or “right” thing to do in a particular situation. Sometimes, because of the highly complex rules and regulations that govern the way you do business, a decision is not clear-cut. You are encouraged to exercise good judgement in your decision-making and when in doubt, feel free to approach your supervisor or Talent Engagement & Development or Human Resources or other designated persons mentioned in COBCE for proper guidance.

E. APPLICABILITY

COBCE is applicable to all Wipro (“Company”) employees (core, contract, retainer, consultant or any other category) and members of the Board of Directors. Wipro includes all subsidiaries and affiliate companies.

Wipro requires its suppliers, service providers, agents, channel partners (dealers, distributors and others) to conduct their businesses in a legal and ethical manner.

To support the requirement for complete and accurate financial records and reporting, Wipro’s Principal and Financial Officers have an additional Code of Conduct apart from the COBCE.

Legal and Compliance Team of Wipro administers compliance review process/programs to promote Wipro’s commitment to integrity and values as set forth in the COBCE and to ensure compliance with applicable laws, rules, and regulations. These programs will guide employees on improved awareness of Wipro policies and procedures for ethical business conduct, help them resolve concerns and report suspected violations. Managers are responsible for supporting implementation of ethics and business conduct programs and monitoring compliance of Wipro’s values and ethical business conduct guidelines through such programs.

All employees must abide by the COBCE and take up annual certification, which enhances their understanding of the COBCE. Employees are encouraged to ask

questions, seek guidance, report suspected violations, and express concerns regarding compliance with the COBCE and the related procedures.

All new hires must undergo COBCE training as part of their induction programs and it is also important for them to electronically confirm having read and understood before beginning their work. If any employee has concerns regarding electronic confirmation they are advised to discuss their concerns with their Supervisor/HR Manager. In any case, employees must follow and abide by the COBCEE even if they fail to confirm.

F. WHERE TO GO FOR HELP?

Wipro's endeavour is to foster an environment of open and honest communication. So, if an employee has a concern about a legal or business conduct issue, s/he has options.

What should an employee do if s/he has a question or concern about compliance and integrity standards? The important thing is for her/him to ask the question or raise the concern.

Employee's immediate supervisor is usually a good place to start with a compliance or integrity issue.

Employees may also get help or advice from:

- Supervisor
- Supervisor's supervisor
- Business unit lawyer
- Business unit Talent Engagement & Development(TED)/HR Manager
- Ombudsperson

G. DUTY TO SPEAK UP

We cannot live up to our commitments of acting with integrity if employees, as individuals, do not speak up when they feel the need. That is why, in addition to knowing the legal and ethical responsibilities that apply to a job, employees are encouraged to speak up if:

- Employees are unsure about the proper course of action and need advice.
- Employees believe that someone acting on behalf of Wipro is doing — or may do — something that violates the law or Wipro's compliance and integrity standards.
- Employees believe that they may have been involved in a possible misconduct.

H. OVERRIDING EFFECT OF COBCEE

COBCEE is, at places, more restrictive than the applicable laws and regulations, and employees are required to abide by the COBCE even when it imposes requirements that go beyond legal obligations. If employees are uncertain of the applicable legal requirements or if they believe that they are subject to conflicting legal obligations, they must bring the matter to the attention of the HR Manager or Compliance & Legal team immediately.

THE POLICIES

1. POLICY ON BUSINESS RELATIONSHIPS

Wipro, as an international business organisation, is required to interact and transact with a variety of business organizations including international organizations and governments in different jurisdictions. By maintaining the highest level of corporate integrity through open, honest and fair dealings, Wipro earns trust for its products and services from all stakeholders and every person with whom Wipro comes in contact.

Wipro will only obtain and conduct business legally and ethically. The quality of our products and the efficiency of our services at the most competitive prices are our greatest tools in marketing our business. Profits do not justify unfair/ unethical business tactics. Employees must uphold the highest standards of integrity in all third party dealings. The world today is moving towards ethical business strategies, whether it is Wipro's customers, investors, suppliers, employees or any other stakeholder, everyone is looking for dependability and protection of their interests. Hence, honesty is not only the best policy but it is the best and everlasting business policy.

No person to whom the COBCEE applies must give, offer, promise to offer, or authorize the offer, directly or indirectly (proxy bribing), anything of value (such as money, shares, goods or service) to government officials, customers, potential customers, foreign officials including officials of any public international organisations which could be regarded as influencing any business decision or to obtain improper advantage. Business courtesy such as Gifts or Entertainment shall not be offered by Wipro employees that could be regarded as influencing any business decision, or creating appearance of misconduct. Wipro shall not involve itself or tolerate any business practice which is not in line with the Policy on Business Relationships.

A contribution or entertainment must never be offered in a circumstance appearing improper. But some very modest gifts, with a value not exceeding US\$ 50 or equivalent currency (in case of employees in US and Europe with a value not exceeding US\$ 100 or equivalent currency) may be acceptable if they meet the following criteria:

- They are consistent with accepted business practices.
- They do not violate applicable law.
- They cannot be reasonably construed as payment or consideration for influencing or rewarding a decision or action.
- Their public disclosure would not embarrass Wipro.

GIVING GIFTS

In general no Gifts shall be offered to any customers, vendors, Government Officials etc.

Exceptions:

- a. Customary Gifts of value lower than or equal to the Acceptable Limit.
- b. Business lunch (or breakfast or dinner) at Wipro cafeteria or externally of a reasonable value may be provided to customers, visitors and business contacts/ associates.

Relationship with the Government Officials

Extra care and caution needs to be taken when dealing with Government Officials. No Gifts or other benefits including Entertainment shall be offered to Government Officials which could be considered as influencing any business decision or to obtain improper advantage.

Exceptions:

- a. Provision of local conveyance to the Government Officials while they are visiting our campus for any inspection/ audit. However, this would require prior approval of your immediate Supervisor.
- b. Business lunch: Same rules as applicable to visitors and business contacts.

<p>Note: Giving any gifts that could influence or could reasonably give the appearance of influencing Wipro's business relationship with or having a potential conflict of interest <u>is prohibited</u>.</p>
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Employees are required to report correctly in their expense reports, all expenses for any Gifts given or Entertainment provided as part of any normal and acceptable business practice in the course of their employment, and must accurately state the purpose for the expenditure.

Wipro's accounting records and supporting documents must accurately describe and reflect the nature of the underlying transactions.

Any agents acting on Wipro's behalf must also never give a Gift of any kind to anyone doing business with Wipro or seeking to do business with Wipro that is not within the Acceptable Limit. Third party suppliers and consultants are also expected to follow this Policy in letter and spirit and not indulge in any "proxy bribing".

For a better understanding of the category of Giving and Receiving Gifts under the policy, we have further classified this into three categories:

- a. **Usually OK**
- b. **Always Wrong**
- c. **Always Ask/ Always Hand Over**

GIVING GIFTS

USUALLY OK	ALWAYS WRONG	ALWAYS ASK
<p>Examples of what is generally acceptable/usually OK and does not require approval:</p> <ul style="list-style-type: none"> • Giving Gifts or Business Amenities/Entertainment of value up to the Acceptable Limit. • Other reasonable and Customary Gifts and Entertainment within the Acceptable Limit • Giving promotional items within the above value, such as pens, diaries and calendars and other Wipro logo-ware. 	<p>Examples of what is generally always wrong:</p> <ul style="list-style-type: none"> • Giving any Gift of cash or cash equivalent (gift vouchers, gift cheques etc.) • Using your own money or resources to pay for Gifts or Business Amenities/Entertainment for a customer, vendor or supplier 	<p>Examples of when you must always ask:</p> <ul style="list-style-type: none"> • Cases that do not fall into the first two categories: Eg: Giving promotional items in excess of the Acceptable Limit. <p>Employees need to get prior approval from their immediate supervisor before giving such Gifts or Entertainment. Upon receipt of prior approval, employees are requested to disclose offering of any such Gifts or Entertainment which is above the Acceptable Limit in the Gift Disclosure Tracker.</p>

RECEIVING GIFTS

USUALLY OK	ALWAYS WRONG	ALWAYS HAND OVER
<p>Examples of what is generally acceptable/usually OK and does not require approval include;</p> <ul style="list-style-type: none"> • Receiving Gifts of upto Acceptable Limit. • Receiving Customary Gifts and Entertainment when it is customarily offered to a Group including you. • Discounts or bonus programs (like frequent flier, credit card points) 	<p>Examples of what is generally always wrong include;</p> <ul style="list-style-type: none"> • Receiving any Gift of cash or cash equivalent (gift vouchers, gift cheques, etc) • Accept or request anything as a “quid pro quo” or as part of an agreement to do anything in return for the gift or entertainment. 	<p>Examples of when you must always hand over the gifts, include;</p> <ul style="list-style-type: none"> • In case of anything that does not fall into the first two categories: Eg. Items having a value in excess of the Acceptable Limit. <p>Offer of tickets for special events like sports matches, shows, entry to restricted areas (where these usually have a</p>

<p>offered by transportation companies, hotels, resorts or holiday homes which are offered to travelers and guests generally.</p> <ul style="list-style-type: none"> • Mementos for participating in a conference as a guest speaker or attendees upto Acceptable Limit. • Awards, rewards by customers given based on employee's performance and work recognition of any value. • Sweets, chocolates and other perishables. In case the value is less than the Acceptable Limit, employee can use it as he desires. But if the value is above the Acceptable Limit, it is advisable that these be accepted and distributed among team members or colleagues in office. (Except wine which may not be distributed in the office but otherwise). 		<p>value of more than the Acceptable Limit) – by a person or Corporation with whom you have a business association or potential to buy services. On receiving the gift, employee must update the Gifts Disclosure Tracker and follow the process.</p>
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An employee may accept Gifts up to the Acceptable Limit per source per occasion, so long as the aggregate market value of the Gifts received (under this rule) from one source does not exceed the Acceptable Limit in a calendar year.

Buying down

If an employee is offered a Gift that has a value over Acceptable Limit, he/she shall not “buy the gift down” to the Acceptable Limit. For example, if you are offered a ticket in excess of the Acceptable Limit to watch a game, you must not pay \$15 to whoever is offering the ticket, and then accept the ticket under the Acceptable Limit.

GIFT DISCLOSURE TRACKER

If you are about to offer any Gift or Entertainment falling under the category of 'Always Ask', you are required to follow the prior approval process for the offer of such Gift or Entertainment, which needs to be obtained from your immediate Supervisor and thereafter also disclose the offer of such Gift or Entertainment in the Gifts Disclosure Tracker.

If you are about to receive or have received any Gift or Entertainment or have been offered a Gift or Entertainment falling under the category of 'Always Hand Over', you are required to disclose the receipt of such Gift in the Gifts Disclosure Tracker.

2. CONFLICT OF INTEREST POLICY

The term 'conflict of interest' refers to situations in which financial or personal considerations may compromise, or have the appearance of compromising our judgment of professional activities. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of Wipro. Situations of actual or potential conflicts of interest are to be avoided by all employees. Personal involvement with a competitor, client, or subordinate employee of Wipro that affects an employee's ability to exercise good judgment for Wipro creates an actual or potential conflict of interest.

Some examples of potential conflicts of interest are:

- Working directly or indirectly either as an officer, employee, consultant or agent for a competitor or client;
- Engaging in an activity that is in competition with Wipro;
- Using proprietary or confidential information of Wipro for personal gain;
- Having a direct or indirect financial interest in a competitor or client;
- Unauthorized use, or disclosure, employee's knowledge of Wipro's customers, suppliers, vendors, etc. for personal advantage;
- Offering or issuing of shares of Wipro to an existing or prospective customer with intent to influence the customer to take a decision in favour of Wipro.

Any employee involved in any of the above types of relationships or situations must immediately and fully disclose the relevant circumstances to his or her supervisor for a determination as to whether or not an actual or potential conflict exists.

Employees at Wipro must devote their full attention to the business interests of Wipro. Employees are not allowed to engage in any activity that interferes with their performance or responsibilities to Wipro or is otherwise in conflict with or prejudicial to the interests of Wipro. It is a conflict of interest to serve as a director of any company that competes with Wipro. Although an employee may serve as a director of a Wipro supplier, customer, developer, or other business partner, our policy requires that one

must first obtain approval from Wipro's Compliance & Legal team before accepting a directorship.

As a general rule, employees must avoid conducting Wipro's business with a relative (which includes a 'significant other') or a business in which a relative is associated in key role. If such a related-party transaction is unavoidable, employees must fully disclose the nature of the related-party transaction to respective TED/HR Manager and take the prior consent.

Key related-party transactions, particularly those involving Wipro's directors or executive officers, will be reviewed and approved in writing in advance by Wipro's Board of Directors and Wipro will report all such key related-party transactions under applicable accounting rules, Indian and US laws. Any dealings with a related party must be conducted in a way that no preferential treatment is given to this business.

Outside publication of books, articles or manuscripts which relate in any way to Wipro's business by an employee will require prior approval of the supervisor and TED/HR Manager. If the author publicizes the fact that s/he is an employee of Wipro, the publication must state that: *'The views expressed in this article/presentation are that of mine and Wipro does not subscribe to the substance, veracity or truthfulness of the said opinion'*.

On a case-by-case basis, employees may be permitted to work for Non-Governmental Organizations, clubs and charitable institutions. The employee must ensure that his/her services do not affect Wipro's interest. The employee must not accept remuneration for any service rendered by him/her except reimbursement of expenses that has been incurred by him/her for providing the service (travel expenses, lodging, boarding, etc).

If a proposed transaction or situation raises any questions or doubts, employees shall consult the Compliance & Legal Department or Human Resources Department.

2a. Employment of Relatives

Members of an employee's immediate family may be considered for employment on the basis of their qualifications. Immediate family members may be hired, if such employment would:

- Not create a direct supervisor/subordinate relationship with a family member.
- Not create a conflict of interest.

The purpose of this policy is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/subordinate relationship. Willful withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to disciplinary action including termination. If a prohibited relationship exists or

develops between two employees, both employees involved must bring this to the attention of his/her supervisor and TED/HR Manager.

This policy must also be considered when assigning, transferring or promoting an employee. For the purpose of this policy, immediate family includes: parent (including step parent), grandparent, spouse, son, daughter, sibling (including half or step brother or sister), mother-in-law, father-in-law, sister-in-law, brother-in-law, son-in-law, and daughter-in-law and step-child. This policy also applies to close personal relationships.

Employees who marry or establish a close personal relationship may continue employment as long as it does not result in the above. If one of the situations outlined above shall occur, attempts will be made to find a suitable position to which one of the employees will be transferred. If accommodations of this nature are not feasible, the employees involved will be permitted to determine which of them will resign.

2b. Outside Employment

It is not the intent of Wipro to restrict the activities of employees on their own time. A policy on outside employment is deemed necessary to prevent conflicts of interest, consistent with applicable state law. Therefore, every employee of Wipro shall not work for either a competitor or supplier of Wipro. Employees shall not engage in any outside employment, including any self employment or independent contracting activities that might conflict with scheduled hours, overtime hours (when required), or the proper performance of their job functions for Wipro, including emergency work, or otherwise restrict employees to respond to the needs of Wipro or its clients. In no event shall any employee actively engage in self employment or independent contracting activities in competition with Wipro.

Similarly, weekend work by employees for remuneration may also fall foul of the conflict and needs prior approval after examining the matter. Approval shall be obtained from Supervisor and followed by an email with cc to Legal Counsel or TED/HR Head of Business.

If employees have any questions about this policy, or if employees believe a conflict of interest exists or may be interpreted as existing, please speak to TED/Human Resources Department.

3. CONTROLLERSHIP POLICY

a. FINANCIAL REPORTING, INTERNAL CONTROLS & PROCEDURES AND DISCLOSURE

Wipro is committed to making full, fair, accurate, timely and clear disclosure on relevant material aspects of its business including periodic financial reports that are filed with or submitted to regulatory authorities. These filings may be required under applicable laws, Stock Exchanges Listing Agreements, the US Securities Exchange Commission (SEC) Rules and Wipro's Disclosure Policy. These filings should comply with applicable government laws, rules and regulations.

Wipro's responsibility to its shareholders and the investing public requires that all transactions be fully and accurately recorded in Wipro's books and records in compliance with the established Wipro's accounting policies and procedures at Wipro as well as the Generally Accepted Accounting Principles (GAAP), International Financial Reporting Standards (IFRS) or any other applicable standards of accounting and reporting adopted by Wipro. Recording or approving false or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation is strictly prohibited.

All payments shall be approved and made only with the intention that payment is for the actual purpose stated in the relevant supporting documents. Inaccurate records can adversely impact Wipro in many ways, including weakening of internal controls over financial reporting. Hence, these are strictly prohibited.

b. COMPANY ASSETS & TIME

i. Protection of Company Assets:

All employees are responsible for safeguarding the tangible and intangible assets of Wipro and shall seek to protect Wipro's assets from misuse, theft, fraud or damage or loss.

Assets include physical property, intellectual property of Wipro or client, electronic communication devices like computers, software applications, internet and intranet connections, teleconferencing/video conferencing facilities, facsimiles, telephones, PDAs and other electronic communication devices and facilities for email, voice mail, SMS/text messages, instant messaging and all other proprietary and confidential information of Wipro.

Misappropriation or unauthorized disclosure of Wipro's assets is a breach of employee's duty to Wipro.

Any suspected loss, misuse or theft of Wipro's assets must be reported to employee's supervisor or HR/TED manager.

i. Manner & Use of Company Assets & Time:

In regard to electronic communication devices, Wipro may monitor and record your use of company equipment and services at any time. However, Wipro does not guarantee any right to privacy even on personal mails routed through Wipro's IT systems and networks. Employees must be aware of and comply with password controls, non-sharing of password information and periodic password changes to prevent unauthorized access as per the guidelines prescribed under Wipro's Information Security Policy.

Personal use of Wipro's assets and time in regard to electronic communication devices may be permitted within the following guidelines:

- i. The use is reasonable.
- ii. There is no incremental cost to Wipro on account of the use of Wipro's assets and time or such cost is minimal.
- iii. Charges for personal use of telephones are declared and paid up by employee as per the prevailing policy or practice of the Company (for e.g. declaring and paying for personal long-distance telephone calls).
- iv. The use does not result in any illegal activity.
- v. The use does not intend to cause or cause harm to the business or reputation of Wipro or any individual associated with Wipro.

4. POLICY AGAINST INSIDER TRADING AND UNFAIR TRADE PRACTICES IN THE SECURITIES MARKET

Insider trading is prohibited by both laws as well as by Wipro policy. Insider trading generally involves the act of subscribing or buying or selling of Wipro's securities, when in the possession of any unpublished price sensitive information about Wipro. It also involves disclosing any unpublished price sensitive information about Wipro to others who could subscribe or buy or sell Wipro's securities.

Insider trading invokes severe civil and criminal penalties not only on the insider but also on Wipro in certain circumstances under Federal Securities Statutes of the United States of America (U.S.) as well as the Regulations issued in India under the Securities and Exchange Board of India (SEBI) Act, 1992. "Price sensitive information" is information which relates directly or indirectly to a company and which if published is likely to materially affect the price of securities of a company. It is important to note that both positive and negative information could be price sensitive. Employees are encouraged to follow the Code for Prevention of Insider Trading at all times for compliance and this Code is available in Wipro's intranet site.

Wipro prohibits the following actions by employees who are covered under Wipro's internal Code for Prevention of Insider Trading;

- a. Dealing in the Securities of Wipro when in possession of Unpublished Price Sensitive Information
- b. Dealing in Securities of Wipro during the period of a "Closed Trading Window"
- c. Making a "short-sale" of the Securities of Wipro
- d. Communicating, directly or indirectly, any Price Sensitive Information to any person except as required by or under any Law or if required in the ordinary course of business provided proper authorization has been obtained;
- e. Counseling or disclosing or communicating ("tipping") any Price Sensitive information to any other person (including relatives and friends) which enables them to use such information to their profit by Dealing in the Securities of the Company.
- f. Counseling as well as expressing opinions or making any recommendations to any person on the Securities of Wipro when in possession of any unpublished Price Sensitive information.
- g. Insider who has inside information must not permit any member of his or her immediately family or anyone acting on the employee's behalf or anyone to whom the employee has disclosed the information, to be in the market for securities that may be affected by the information.

Wipro as well as all Insiders must strictly comply with the following guidelines for preservation of Price Sensitive Information;

- a. Maintain the confidentiality of all Price Sensitive Information.
- b. Shall not pass any Price Sensitive Information to any person, directly or indirectly by way of making a recommendation for purchase or sale of the Securities.
- c. Price Sensitive Information must be handled only on a "need to know" basis.
- d. Price Sensitive Information must be disclosed only to those within the Company;
 - i. who needs such information to discharge their duty
 - ii. whose possession of such information will not give rise to a conflict of interest or appear of misuse of information
- e. All Price Sensitive Information directly received by an Insider should immediately be reported to the head of department.
- f. File containing confidential information shall be kept secure.
- g. All computer files must have adequate security of 'login' and 'password', etc.

All Insiders who do not possess Price Sensitive Information and who intend dealing in the Securities of Wipro which cumulatively and in the aggregate has a market value exceeding the limit, as prescribed in Wipro's Internal Code for Prevention of Insider Trading, during the period of an Open Trading Window, shall be required to obtain Pre-clearance of the transaction.

Employees must not take unfair advantage of anyone through manipulation, concealment, misuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices

Employees who are covered under Wipro's internal code for Prevention of Insider Trading shall comply with the policy for preservation of price sensitive information as well as the code for corporate disclosure practices and make mandatory disclosures to Wipro regarding their shareholding, holding, interest and dealing in the securities of Wipro. Employees are requested to refer for specific details in the Internal Code for Prevention of Insider Trading.

As a general rule, employees or directors must not;

- a. make any specific statement or disseminate any specific information, when such a statement or information is likely to affect the trade or market price of securities.
- b. deal in securities, directly or indirectly with the only intention of artificially raising or depressing the prices of securities and thereby inducing sale or purchase of securities, or with the only intention of inflating, depressing or causing fluctuations in the market price of securities
- c. indulge in any act which is intended to create a false or misleading appearance of trading in the securities market or results in reflection of prices of securities based on transactions that are not genuine trade transactions

5. POLICY ON INTELLECTUAL PROPERTY

"Applying Thought" is more than just a byline. Wipro's employees shall adhere to it by constantly innovating on processes, products, systems etc. All employees have an utmost obligation to themselves to identify and protect the intellectual properties, trade secrets and other confidential information owned by Wipro and its customers or associates because it is critical to our success.

By Intellectual Property Rights ("IPR") it means generally patented or potentially patentable inventions, trademarks, service marks, trade names, copyrightable subject matter, and trade secrets. All employees must be aware of and comply with Wipro procedures necessary to safeguard these assets, including complying with any agreement relating to intellectual property and confidentiality signed upon the commencement of or during employment.

All employees are responsible for complying with the requirements of software copyright licenses related to software packages used in fulfilling job requirements.

In addition to protecting Wipro's own intellectual property rights, Wipro respects the valid intellectual property rights of others. Employees must use proprietary material of others only under valid license and only in accordance with the terms of such a license.

Unauthorized receipt or use of the intellectual property of others may expose Wipro to civil law suits and damages. Employees are advised to follow all Wipro procedures, including those governing the appropriate handling of unsolicited intellectual property.

Employees shall not use copyrighted materials without appropriate permission. Always consult the Legal Department whenever an IPR issue is involved and employees are not clear on the course of action to be taken. As regards licensed software or any “free-ware” or “free-trial” third-party software to be downloaded from the internet, employees are strictly advised to follow the controls and procedures laid by Wipro. Employees must ensure that Third Party Intellectual Property could be used only in accordance with the license agreement. Information/data available in the public domain can be relied on but mere duplication of the same in any presentation must not be done.

Employees are advised to refer detailed policies as issued by the Information Risk Management and Policy Compliance Group from time to time.

6. POLICY ON FREE AND FAIR COMPETITION/ANTITRUST

Wipro shall compete only in an ethical and legitimate manner and prohibits all actions that are anti-competitive or otherwise contrary to laws that govern competitive practices in the marketplace. As Wipro’s business interests are spread across the world, Wipro may be subject to competition laws of various jurisdictions and all employees shall comply with the same. Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. Wipro is committed to adhering to these laws both in letter and spirit. These laws often regulate Wipro's relationships with its distributors, resellers, dealers and customers.

Competition laws generally address the following areas: pricing practices (including price discrimination), allocating customers, bids, territories, refusing to sell to particular customer or buying from a particular customer, exchange price information, discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination and many other practices. Competition laws also govern, usually quite strictly, relationships between Wipro and its competitors. As a general rule, contacts with competitors shall be limited and shall always avoid subjects such as prices or other terms and conditions of sale, customers and suppliers.

Employees, agents or contractors of Wipro must not make any false or misleading statements regarding its competitors or the products of its competitors, customers or suppliers. Wipro must not enter into agreements/ discussions with competitors about any matter relating to competition between Wipro and its competitor, such as sales prices, marketing strategies, market shares and allocation of market, territories, supply and sources or customers. Wipro shall not enter into agreements with the competitors that affect prices they charge, as it may constitute illegal price-fixing which is prohibited

under the competition laws. Wipro shall not enter into any agreements that are in restraint of trade, prices, quality of products or services or in any manner monopolize any part of trade or commerce by controlling the supply of a product or service with the intention to control its price or to exclude competitors from the market. However, participating with competitors in a trade association or in a standards creation body is acceptable when the association has been properly established, has a legitimate purpose, and has limited its activities to that purpose.

Employees must ensure that distributors or agents selling Wipro's products entering into any accepted practices, like bundling of products, discounts on the market price, free gifts etc., shall do so only with the express permission of Wipro. Wipro and its employees shall not initiate or encourage boycotts of specific products or services or arbitrary refusal of dealing with designated customers or suppliers or bids or the intent to bid or even discuss or exchange information on these subjects. All sales and promotional efforts must be free from misrepresentations.

Wipro shall sell its products and services on their own merits and not disparage with competitor's products or services. Wipro and its employees shall not conduct themselves in such a manner that is perceived as Industrial espionage or commercial bribery, "fixing" or "rigging" bids on any competitive sales or purchases. Wipro and its employees shall not denigrate competitors and their products, and only with care and prudence, make fair and factually based comparisons on attributes such as price and performance.

Further, employees shall not be encouraged to disclose confidential information that is associated with his previous employment. Always consult the Legal Department in case of doubt.

The purpose of this policy is to maintain Wipro's reputation as a lawful competitor and to help ensure the integrity of the competitive marketplace. Wipro expects its competitors to respect its rights to compete lawfully in the marketplace, and Wipro must respect their rights equally. Wipro employees, agents and contractors may not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners or competitors.

Employees are advised to consult the Legal Counsel when entering into joint ventures, marketing and distributorship agreements, bundling of goods and services, acquiring a new product, technology, brand or business.

To ensure that Wipro complies fully with these laws, each of us shall have a basic knowledge of them and shall involve our Legal Department early on, when questionable situations arise.

7. FOREIGN CORRUPT PRACTICES ACT (“FCPA”) COMPLIANCE POLICY

i) Background and to whom it is applicable

The anti-bribery provisions of the FCPA make it unlawful for a U.S. person, to make a corrupt payment to a foreign official for the purpose of obtaining or retaining business for or with, or directing business to any person. Since 1998, they also apply to **foreign firms and persons** who take any act in furtherance of such a corrupt payment **within the territory of the U.S.**

The FCPA applies to any individual, firm, officer, director, employee or agent of a firm and any stockholder acting on behalf of a company.

Under the FCPA, the US jurisdiction over corrupt payments to foreign officials depends upon whether the violator is an “Issuer” or “domestic concern” or a foreign national or business.

“Issuer” is a corporation that has issued securities registered in the US or who is required to file reports with the Securities and Exchange Commission (SEC) (such as Wipro).

“Domestic concern” is any individual who is a citizen, national or resident of the U.S. or any corporation, partnership, association, joint-stock company, business trust, unincorporated organization, or sole proprietorship with its principal place of business in U.S.

ii) What is prohibited; Criteria applicable

FCPA prohibits paying, offering, promising to pay (or authorizing to pay) money or anything of value to foreign officials, political parties, political officials or any candidate for foreign political office with the intent of:

- (i) influencing any act or decision;
- (ii) inducing the official to do or omit to do any act in violation of his or her lawful duty;
- (iii) obtain any improper advantage; or
- (iv) to induce an official to use his or her influence improperly to affect or influence any act or decision.

A foreign official is any officer or employee of a foreign government, a public international organization, any department or agency thereof, or any person acting in an official capacity.

Any payments made in order to assist the firm in obtaining or retaining business or directing business to any other person will fall foul of this law.

It is to be noted that:

- (i) the terms dealing with obtaining or retaining business are interpreted broadly by the Department of Justice;
- (ii) the business to be obtained or retained does **not** need to be with a foreign government or foreign government body; and
- (iii) an offer or promise to make a corrupt payment can constitute a violation of this statute; the focus is on intent or purpose of the offer or payment rather than what actually happens after that.

iii) Third party payments

FCPA prohibits corrupt payments through agencies or intermediaries. It is important for Wipro to follow the usual business due diligence procedure while selecting agents or intermediaries to represent Wipro.

iv) Exception

There are exceptions to the above for “facilitating payments” to expedite a routine administrative action to which a person is otherwise entitled. It is important for employees to understand the difference between a bribe and facilitating payment.

Bribe	Facilitating payment
Corruptly giving a thing of value in exchange for gaining advantage in favor of the giver or any other person (<i>For example: any money, goods or services provided to a government official to obtain or retain an advantage in a contract</i>).	Payment of money to expedite a routine governmental action to which the giver is otherwise <u>entitled</u> to (<i>For example: Paying Fees to a government even when not required for registration, permits, visas, licenses, phone service, utilities supply, police protection, etc</i>).

v) Sanctions

Penalties for violating the FCPA include;

- a. Criminal fines imposed on companies up to \$2 Million;
- b. Criminal fines imposed on individual officers, directors, agents or shareholders up to \$100,000 and imprisonment up to 5 years. (*It is to be noted that there is a possibility that under the Alternative Fines Act, these fines may be actually quite higher -- the actual fine may be up to twice the benefit that the defendant sought to obtain by making the corrupt payment. Any fines imposed on individuals may not be paid by their employer or principal*);
- c. Civil penalties of up to \$10,000 and additional fines imposed by courts if the action is due to a SEC enforcement action.

Other than the penalties which may be imposed (as set forth above), there are several other liabilities that may be faced by a company violating the FCPA, including:

- a. Facing a private cause of action for treble damages under the Racketeer Influenced and Corrupt Organizations Act (RICO);
- b. Being barred from doing business with the Federal government. (*An Indictment alone can lead to suspension of the right to do business with the government*); and
- c. Other legal actions: e.g. federal prosecutions under state commercial bribery statutes, being ruled ineligible to receive export licenses, and being suspended or barred by the SEC.

Further Information / Questions

Any further information required on this statute is available on the Department of Justice's website: <http://www.usdoj.gov/criminal/fraud/fcpa/dojdocb.htm>

Employees are required to obtain the opinion of the Legal Department before taking any actions which may be reasonably considered to be in breach of this statute.

8. POLICY ON ELECTRONIC RESOURCES USAGE

The purpose of this policy is to make sure that employees utilize electronic communication devices in a legal, ethical and appropriate manner. Electronic communication devices are provided to employees for business purposes and to enable employees to perform official responsibilities more efficiently. Employees may be allowed to use electronic communication devices for reasonable personal purposes within the guidelines as outlined in Controllershship Policy at the section titled 'Manner and Use of Company Assets and Time'.

Employees must ensure that the content of text, audio or images that they place, send or forward over the internet or intranet are:

- Not inappropriate, obscene or capable of harassing others,
- Not have a racial or sexual slur, political or religious solicitations.

Employees must not indulge in any unlawful activities such as:

- Accessing unauthorized resources,
- Hacking,
- Introducing any computer contaminant or computer virus, and
- Committing any other acts that may disrupt use of the electronic resources.

Misuse of electronic resources by employees may result in the breach of confidentiality obligations or violation of the Intellectual Property rights relating to Wipro or third parties. Employees must ensure that all proprietary material acquired by use of the electronic resources have been obtained through valid licenses from the suppliers or

proprietors. Wipro may monitor and record your use of company equipment and services at any time. However, Wipro does not guarantee any right to privacy even on personal mails routed through Wipro's IT systems and networks.

9. POLICY ON PRIVACY AND CONFIDENTIALITY

One of the biggest concerns in the present information technology era is protection of confidential and personal information that is collected and disseminated. Wipro understands that protection of all confidential information is essential. Wipro is committed to protecting business and personal information of a confidential nature obtained from clients, associates and employees.

"Confidential information" includes but is not limited to the following types of information (whether or not reduced to writing): Wipro's trade secrets, inventions, computer programs and related data and materials, drawings, file data, documentation, diagrams, specifications, know-how, processes, formulas, models, flow charts, software completed or in various stages of development, source codes, object codes, research and development procedures, test results, marketing techniques, materials and development plans, price lists, pricing policies, business plans, client lists, vendor lists, client agreements, vendor agreements, financial information and projections and employee files and other information related to computer programs, human resources and benefits systems and content, hypertext, and expert systems activities. Third Party may also furnish information to Wipro concerning their respective business affairs, finances, properties, methods of operation or other data which are not in the public domain and which are proprietary or confidential.

Accordingly, Confidential Information also includes any information described above which Wipro obtains from a Third Party and treats and/or has an obligation to treat as confidential or designates as Confidential Information, whether or not owned or developed by Wipro. Confidential Information also includes all trade related information, trade secrets, employee related information, strategies, administration, research in connection with Wipro and commercial, legal, scientific, technical data that are either provided to or made available to the employee by Wipro, to facilitate his work, or that the employee is able to know or has obtained access by virtue of his employment or position with Wipro.

Employee shall never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure/confidentiality agreement has been signed with the party offering the information. The Legal Department can provide nondisclosure agreements to fit any particular situation.

The unauthorized release of confidential information can cause Wipro to lose a critical competitive advantage, embarrass relationships with customers. All such confidential information must be accessed, stored, and transmitted in a manner consistent with

Wipro's policies and procedures. The inappropriate release of such confidential information may diminish Wipro's rights to such information, provide implied rights to others without our knowledge. Employees ensure that they disclose confidential information only to those persons who are authorized to receive such information and that too only on a need-to-know basis. Employees shall ensure necessary confidentiality agreements are in place prior to sharing or disclosing any confidential information with a third party.

Employees who have access to proprietary and confidential information must take every precaution to keep it confidential. Every employee shall protect the reputation of Wipro, its employees and its products.

10. POLICY ON EMPLOYMENT, WIPRO'S EQUAL EMPLOYMENT OPPORTUNITY, POLICY PROHIBITING DISCRIMINATION & HARASSMENT

Wipro is committed to the highest standards of openness, probity and accountability. Wipro's greatest asset is its employees. Wipro is committed to attracting, retaining, and developing the highest quality and most dedicated work force possible in today's market. Wipro strives to hire and promote people on the basis of their qualifications, performance, and abilities, and is determined to provide a work environment free of any form of illegal discrimination both direct and indirect, including, but not limited to, sexual harassment. Further, Wipro is committed to maintaining a workplace where each employee's privacy and personal dignity are respected and protected from offensive or threatening behavior including violence.

Wipro endeavors to offer equality of opportunity to all employees and not to engage in or support discrimination in hiring, compensation, access to training, promotion, termination or retirement based on ethnic and national origin, race, caste, religion, disability, age, gender or sexual or political orientation. Only exception to this rule is where we are required under the law to have localization obligations or to adopt affirmative action in a particular geography.

All employees shall ensure that the concepts of equal employment opportunity and non-discrimination are well understood, abided by and carried out by everyone. Any employee with questions or concerns about any type of discrimination in the workplace is encouraged to bring the issue to the attention of his / her immediate supervisor or the head of the concerned business unit.

Wipro perceives harassment as a form of discrimination that is offensive, undermines the integrity of employment relationships and causes serious harm to the productivity, efficiency and stability of the organisation. Harassment may include (but is not limited to) making unwelcome sexual advances, sending or displaying obscene or racist materials, or sending or telling offensive jokes or comments, verbally or otherwise. Harassment can be verbal, physical or visual behavior where the purpose or effect is to create an offensive, hostile or intimidating environment. Wipro endeavors to ensure a

congenial environment where employees can work without any inhibition and contribute their best without fear or favour. Any employee who engages in such prohibited conduct will be subject to disciplinary action.

Employees shall refrain from taking discriminatory actions or decisions which are contrary to the letter or spirit of COBCE.

If employees believe that they have witnessed or are being subjected to discrimination or harassment, they shall immediately report the matter using the reporting procedures as mentioned in COBCE. Wipro views reports of retaliation seriously. Anyone found to have retaliated against another individual will face disciplinary action.

In addition, the Company will not tolerate sexual harassment by or against third parties on the Company's premises.

Employees are encouraged to raise concerns internally and at a high level and to disclose information, which the individual believes shows impropriety, abuse or wrongdoing.

What constitutes Harassment?

Conduct of a physical, verbal or non-verbal nature when

- a. it is unwanted; and/or
- b. it has the purpose or effect of violating another's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for another; and/or submission to such conduct is implicitly or explicitly a term or condition of an individual's continued employment; and/or
- c. submission to such conduct is implicitly or explicitly a term or condition for decisions which could affect promotion, salary or any other job condition; and/or
- d. such behaviour creates an intimidating, hostile or offensive work environment for one or more individuals.

Harassment may constitute discrimination if it is based on race, colour, gender, sex national origin, religion or philosophical belief or on any other discriminatory basis not authorized by law , it is then unlawful.

Types of Sexual Harassment?

Conduct Constituting Prohibited Sexual Harassment May be Classified in Two Ways:

1. Quid Pro quo sexual harassment is defined as sexual advances, requests for sexual favors, and/or verbal or physical conduct of a sexual nature when submission to such conduct is either explicitly or implicitly:

- a. a condition for advancement
- b. a factor in performance evaluation
- c. a condition for receiving any benefit given by the Company

2. Hostile Environment sexual harassment is defined as sexual advances, requests for sexual favors, and/or verbal or physical conduct of a sexual nature, when such conduct is unwelcome to the person to whom it is directed or to others directly aware of it and when such conduct is:

- a. Intimidating, threatening or offensive; and
- b. Sufficiently severe, persistent, and pervasive enough to interfere with an employee's work environment.

A hostile environment may be created through either verbal or nonverbal acts:

Verbal conduct of a sexual or racial nature or relating to disability or sexual orientation, unwelcome advances, propositions or pressure for sexual activity, offensive flirtations, lewd comments or abusive language which denigrates or ridicules, insults which are gender or race-related or which relate to sexual orientation (including racist or sexist name-calling) and offensive comments about dress, appearance or physique, and the writing and/or sending of written materials, including e-mails, of an offensive nature and includes verbal and written harassment through jokes, racist remarks, offensive language, gossip and slander, threats and letters.

Non-verbal conduct of a sexual or racial nature or relating to disability or sexual orientation - the display of pornographic or sexually suggestive pictures, offensive objects or written materials, the display of sexually or racially offensive written or visual material, hostility to employees on the grounds of their race or gender or disability or sexual orientation or other unacceptable non-verbal conduct which denigrates a person

Employees may refer for further details and grievance address procedure followed by Prevention of Sexual Harassment Committee in the intranet employee portal.

Employees must ensure that:

- a. they co-operate with any measures introduced to develop equal opportunities;
- b. they respect the sensitivities of others. Note that political beliefs are not covered in this policy
- c. they refrain from taking discriminatory actions or decisions which are contrary to the letter or spirit of this policy and for employees of managerial status that they ensure that
- d. those who report to them also comply with the policy. They do not instruct, induce or attempt to induce or pressurize other employees to act in breach of this policy.

Breaches of Company's equal opportunities policy and procedures will result in Company's disciplinary procedure being invoked against the individuals responsible or involved.

10a. Drugs and Alcohol

Any employee, who is found to be under the influence of or using, or possessing illegal drugs on Wipro or customer premises or while conducting Wipro's business, is subject to disciplinary action, including possible termination. While conducting Wipro's business, employees are advised not to be under the influence of alcohol or other similar substances or improperly use medication in any way that could diminish — or raise questions concerning — ability to perform their job or result in their doing things that might be harmful to Wipro.

11. POLICY ON SEPARATION

Employees will retire from the services of Wipro on completion of 58 years of age or in accordance with the law for the time being in force in the country of employment. In India, the retirement age is 60 years in case of a person engaged in the management category prior to January 1, 1967 or promoted to management category prior to June 1, 1975. Employee will retire on the last day of the month in which he/she attains the age of retirement as above. Employees leaving Wipro other than on normal retirement are required to serve a notice to Wipro for the period specified in their employment contract or as applicable to their class. The Human Resource representative or any other manager, who is requested to do it, shall conduct a structured exit interview in the week prior to employee's final settlement. The finding at the interview is to be recorded and filed in the employee's folder.

Employees shall not be eligible to take any leave or sponsorship for training and development programs and trade fairs is during the notice period. However, leave based on merits and within reasonable limit may be provided, subject to eligibility, by appropriate authority.

Any employee may be terminated from service for grave misconduct, illegal activities or integrity lapse by the appropriate authority after an enquiry conducted in accordance with principles of natural justice.

12. POLICY ON MEDIA AND ADVERTISEMENT

To facilitate the achievement of our vision, apart from achieving our business plans, it is necessary to communicate our plans and achievements in the most effective manner through the media to our investors, customers, both, existing and potential, and to the community at large in which Wipro operates. This policy is important not only from the context of evolving and maintaining an effective relationship with the media but for legally safeguarding the information released to the media. Securities laws require fair public disclosure of information concerning companies, such as Wipro, having publicly-

traded securities. Serious penalties and other repercussions could arise for companies and their officers violating these requirements. Indian and US Stock Exchange Listing Agreements also govern the transmission of information about Wipro to outside parties.

No person other than the members of Corporate Communications team, Media Relations team, Investor Relations team and selected persons who are authorized to speak from Business Units of Wipro shall attempt to speak or share or communicate any non-public information regarding Wipro with media, analyst, investors or anyone outside Wipro. If any employee is contacted for an interview, comments, or other information by the media, analyst, investor or anyone outside Wipro, employee must speak only if they have been authorized or refer them to Corporate Communications or Media Relations or Investor Relations teams. Under no circumstances must an employee attempt to speak on a no name basis. In this context it is important that all statements to the media shall be true and fair, for which purpose each business unit and division shall have selected persons who are authorized to speak to media on identified subjects.

ADVERTISEMENT: Wipro acknowledges that advertising is an essential instrument for effective brand building and communicating with the consumers. In accordance with Wipro's corporate philosophy it is necessary to ensure that all advertisements of Wipro's products and services are done ethically and in a legitimate manner. Advertising must not misrepresent, nor deceive or be likely to mislead the consumer, as to the character, quantity, composition or safety of the product advertised. Wipro requires every employee to protect all trademarks, brand names and other proprietary material of Wipro and of third parties. Employees are required to abide by the policies and guidelines issued by the Corporate Brand of Wipro as necessary. Wipro shall not disparage products or services of competitors and shall avoid political or religious remarks in advertisements.

13. POLICY ON ENVIRONMENT, HEALTH AND SAFETY

Wipro takes environmental consciousness a step further. Wipro believes that employees in Wipro are environment conscious and contribute to preserving nature (at a higher level) as well as danger-proofing our own respective work areas. All of us are responsible for conducting safe and environmentally sound operations. Fundamentally, this is in the interest of our own and other's quality of life. There is a direct impact on the environment through our daily consumption needs of natural resources *via* energy, water & other inputs in our process.

Wipro recognizes its responsibility as a global citizen to assess and minimize the impact of its business activities to reduce environmental impact and protecting eco-systems upon which all life depends, while advancing economic development.

Eco policies not only indicate positive environmental stewardship, but also present business opportunities such as innovative products and investments in sustainable forestry and renewable energy.

Environment performance and Corporate Social Responsibility is an integral part of our “Spirit of Wipro”. To accomplish this, we will;

- a. comply with all applicable environment and related laws, regulations, codes of practices and other requirements
- b. take appropriate measures to identify, assess and manage the environment impacts of our existing and planned operations
- c. drive ecological sustainability in every dimension through carbon consumption foot print reduction, Positive water balance, Sustainable Waste management and preserving bio diversity.
- d. Build active and long term partnerships with the communities in which we operate to improve condition of the most disadvantaged amongst them
- e. Conduct business that achieves a balance or integration of economic, environmental and social imperatives while at the same addressing stakeholder expectations.
- f. Ensure seamless integration of marketplace, workplace, environment and community concerns with business operations in order to support sustainable development and enhance our performance on the triple bottom line.

As regards Health & Safety, Wipro promotes employee well-being as a strategic value and fundamental component in its success and is considered more than a traditional occupational health and safety. Wipro takes appropriate measures to prevent workplace injuries and ill health and to provide employees with a safe and healthy working environment by considering evolving industry practices and societal standards of care. Wipro assesses and manages the Health and Safety impacts and eliminate unreasonable risks of its existing, new activity or project, design and production of products & services.

14. POLICY ON MAINTAINING/MANAGING RECORDS

The purpose of this policy is to set forth and convey Wipro's business and legal requirements in managing records, including all recorded information regardless of medium or characteristics. Records include paper documents, CDs, computer hard disks, email, floppy disks, microfiche, microfilm or all other media. Wipro is required by the central, local, state, federal, foreign and other applicable laws, rules and regulations, to retain certain records and to follow specific guidelines in managing its records. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees, agents, contractors and Wipro, and failure to comply with such guidelines may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at Wipro's sole discretion.

15. POLICY ON RECORDS ON LEGAL HOLD

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. Wipro's Legal Department determines and identifies what types of Wipro records or documents are required to be placed under a legal hold. Every Wipro employee, agent and contractor must comply with this policy. Failure to comply with this policy may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at Wipro's sole discretion. Wipro's Legal Department will notify employees if a legal hold is placed on records for which they are responsible. If employees have any questions about this policy they shall contact Wipro's Legal Department.

16. POLICY ON EXPORT CONTROLS

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the U.S. against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply to both, exports from U.S. and to exports of products from other countries, when those products contain U.S. origin components or technology. Software created in U.S. is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the U.S. may constitute a controlled export. The Legal Department can provide employees with guidance on which countries are prohibited destinations for Wipro products or whether a proposed technical presentation to foreign nationals may require a U.S. Government license.

17. POLICY ON CONFIDENTIAL INFORMATION

i) Appropriate Nondisclosure Agreements.

Confidential information may take many forms. An oral presentation about a Wipro's product development plans may contain protected trade secrets. A customer list or employee list may be a protected trade secret. A demo of an alpha version of Wipro's new software may contain information protected by trade secret and copyright laws. Employees shall never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure agreement has been signed with the party offering the information. Employees shall be aware of guidelines concerning third-party confidential information.

The Legal Department can provide nondisclosure agreements to fit any particular situation, and will coordinate appropriate execution of such agreements on behalf of Wipro. Even after a nondisclosure agreement is in place, employees shall accept only

the information necessary to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal. If more detailed or extensive confidential information is offered and it is not necessary, for employee's immediate purposes, it shall be refused.

ii) Need-to-Know.

Once a third party's confidential information has been disclosed to Wipro, Wipro and its employees have an obligation to abide by the terms of the relevant nondisclosure agreement and limit its use to the specific purpose for which it was disclosed and to disseminate it only to other Wipro employees with a need to know the information.

iii) Notes and Reports.

When reviewing the confidential information of a third party under a nondisclosure agreement, it is natural to take notes or prepare reports summarizing the results of the review and, based partly on those notes or reports, to draw conclusions about the suitability of a business relationship. Notes or reports, however, can include confidential information disclosed by the other party and so shall be retained only long enough to complete the evaluation of the potential business relationship. Subsequently, they shall be either destroyed or turned over to the Legal Department for safekeeping or destruction. They shall be treated just as any other disclosure of confidential information is treated: marked as confidential and distributed only to those Wipro employees with a need to know.

iv) Competitive Information.

Employees shall never attempt to obtain a competitor's confidential information by improper means, and employees shall especially never contact a competitor regarding their confidential information. While Wipro may, and does, employ former employees of competitors, it recognizes and respects the obligations of those employees not to use or disclose the confidential information of their former employers. Wipro does not encourage any comparison to any of its competitors that are not substantiated or accurate and is misleading. Certain countries prohibit comparative advertising. It is important to take extra care when dealing with competitors. It is inevitable that the employees and competitors will from time to time, meet, talk and attend the same industry or association meetings. Many of these contacts are perfectly acceptable as long as established procedures are followed. Acceptable contacts include; sales to other companies in our industry and purchases from them; approved participation in joint bids; and attendance at business shows, standard organization and trade associations. In all contacts with competitors, do not discuss pricing policy, contract terms, costs, inventories, marketing and products plans, surveys and studies and other proprietary and confidential information. Discussion of these subjects or collaboration on them with competitors can be illegal. In summary, employees shall disassociate themselves and

Wipro from participation in any possible illegal activity with competitors; confine communication to what is clearly legal and proper.

18. POLICY ON SELECTING SUPPLIERS

Wipro's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with Wipro, they must be confident that they will be treated lawfully and in an ethical manner. Wipro's policy is to purchase supplies based on need, quality, service, price and terms and conditions. Suppliers shall be selected based on merit, price, quality and performance. Wipro's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate nondisclosure agreement has been signed. Wipro may not establish a business relationship with any supplier if its business practices violate local laws or environmental protection. All supplier relationships shall be by way of appropriate written contracts.

19. POLICY ON LOBBYING

Employees, agents or contractors whose work requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation must have prior written approval of such activity from Wipro's CFO. Activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials. Preparation, research, and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made.

Examples of lobbying activities

The list is not exhaustive but it is intended to provide general, practical guidance. Lobbying activities include oral, written or electronic communications to a government official or government employee regarding:

- (i) Formulation, modification, or adoption of a legislation, rule, regulation, executive order, policy or position of the Government; or
- (ii) The administration or execution of a legislative program or policy; and the nomination or confirmation of a person to the government.

Lobbying activities do not include:

- (i) A speech, article, publication or other material that is distributed and made available to the public through a medium of mass communication; or

- (ii) Request for a meeting, a request for the status of an action, attending a meeting upon a request of an administrative body, or other similar administrative request; and
- (iii) Information provided in writing in response to an oral or written request, or in response to a request for public comments in any registers of the government departments.

20. POLICY ON GOVERNMENT CONTRACTS

Wipro's policy is to comply fully with all applicable laws and regulations that apply to government contracting. It is also necessary to strictly adhere to all terms and conditions of any contract with central, local, state, federal, foreign or other applicable governments. Wipro's Legal Department shall review and approve all contracts with any government entity.

21. POLICY ON ELIMINATION OF CHILD LABOUR.

Wipro's policy is not to support child labour. Wipro is committed to implementing the provisions of the Child Labour (Prohibition and Regulation) Act, 1986. Wipro is aware of social reality of the existence of child labour and recognizes that this evil cannot be eradicated by simply setting up rules or inspections. Towards this end, Wipro is committed to work in a pro-active manner to eradicate child labour by actively contributing to the improvement of children's social situation. To promote this, Wipro encourages its suppliers also to work towards a no child-labour policy. As part of its efforts to eliminate the evil of child labour, Wipro encourages the employment of the parents of such children to secure the existence of the family and the education of the children. Wipro supports the use of legitimate workplace apprenticeship, internship and other similar programs that comply with all laws and regulations applicable to such programs.

22. POLICY ON ANTI-BOYCOTT

A foreign country or an entity associated with a country could make a request to support a boycott in a bid invitation, purchase order or contract, letter of credit or orally in connection with a transaction or in a number of ways. If employees hear of a boycott or receive a request to support a boycott or to provide information related to a boycott, employees shall contact their manager or the Legal Department of Wipro.

Anti-boycott requests include but shall not be limited to prohibiting from engaging in:

- (i) Agreements to refuse or actual refusal to do business with or in Israel or with blacklisted companies.

- (ii) Agreements to discriminate or actual discrimination against other persons based on race, religion, sex, national origin, or nationality.
- (iii) Agreements to furnish or actual furnishing of information about business relationships with or in Israel or with blacklisted companies.
- (iv) Agreements to furnish or actual furnishing of information about the race, religion, sex, or national origin of another person

Examples of Anti-Boycott

Below are examples of anti-boycott activities. The list is not exhaustive but it is intended to provide general, practical guidance.

- (i) Certificate of origin

"Invoices must be endorsed with a certificate of origin stating that goods are not of Israeli origin, do not contain any Israeli material, and are not shipped from any Israeli port."

- (ii) Contracts

"Vendor shall comply with the Israel boycott laws in performing their contractual obligations."

- (iii) Instructions to bidders on a contract

"No produced commodity shall be eligible for financing if such commodity contains any component or components that were imported into the producing country from Israel and countries not eligible to trade with the People's Republic of Bangladesh. Suppliers/bidders that are not blacklisted by the Arab boycott of Israel will be allowed to participate in this bid."

- (iv) Tender

"The supplier must comply with the Israel boycott conditions."

23. POLICY ON FREEDOM OF ASSOCIATION.

Wipro respects the legal rights of its employees to form and join or to refrain from joining trade unions as guaranteed under the applicable legislations. It is Wipro's expectation that its suppliers would also do the same. Wipro always encourages and promotes favorable employment conditions to promote positive relationships between

employees and managers, to facilitate employee communications, and to support employee development.

24. POLICY ON ABOLITION OF FORCED LABOUR.

Wipro strictly prohibits forced or compulsory labour. Wipro is committed to ensuring that employees enter into employment and stay on in Wipro out of their own free will. Wipro also insists that its suppliers prohibit forced labour or other compulsory labour in any of their operations.

25. GENERAL

i) Waivers

Any waiver of any provision of this COBCE for a member of Wipro's Board of Directors or an executive officer must be approved in writing by Wipro's Board of Directors and promptly disclosed. Any waiver of any provision of this COBCE with respect to any other employee, agent or contractor must be approved in writing by Wipro's General Legal Counsel.

ii) Complaints

a. Anonymous complaints

This policy encourages an employee to put his/her name to any disclosures he/she makes. Any malpractice, impropriety, abuse and wrongdoing (hereinafter referred to as "Concern") expressed anonymously are much less credible, but they may be considered for further action at the sole discretion of Wipro.

b. Good faith complaints

Every employee has a duty to read and understand the policies, raise queries and report any violation of policies. If an employee makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that employee. In raising the Concern the employee shall exercise due care to ensure the accuracy of the information.

iii) Maintaining confidentiality of the Concern

The employee making the disclosure of Concern as well as any of the persons to whom the Concern has been disclosed or any of the persons who will be investigating or deciding on the investigation, shall not make public the Concern disclosed except with the prior written permission of the Audit Committee. However, this restriction shall not be applicable if any employee is called upon to disclose this issue by any judicial process and in accordance with the laws of land.

iv) Disciplinary actions

Wipro will take appropriate disciplinary action against any employee, agent, contractor or consultant whose actions are found to violate these policies or any other policies of Wipro. Disciplinary actions may include immediate termination of employment or business relationship at Wipro's sole discretion. Where Wipro has suffered a loss, it may pursue remedies available to it in law, against the individuals or entities responsible. Where laws have been violated, Wipro will cooperate fully with the appropriate authorities.

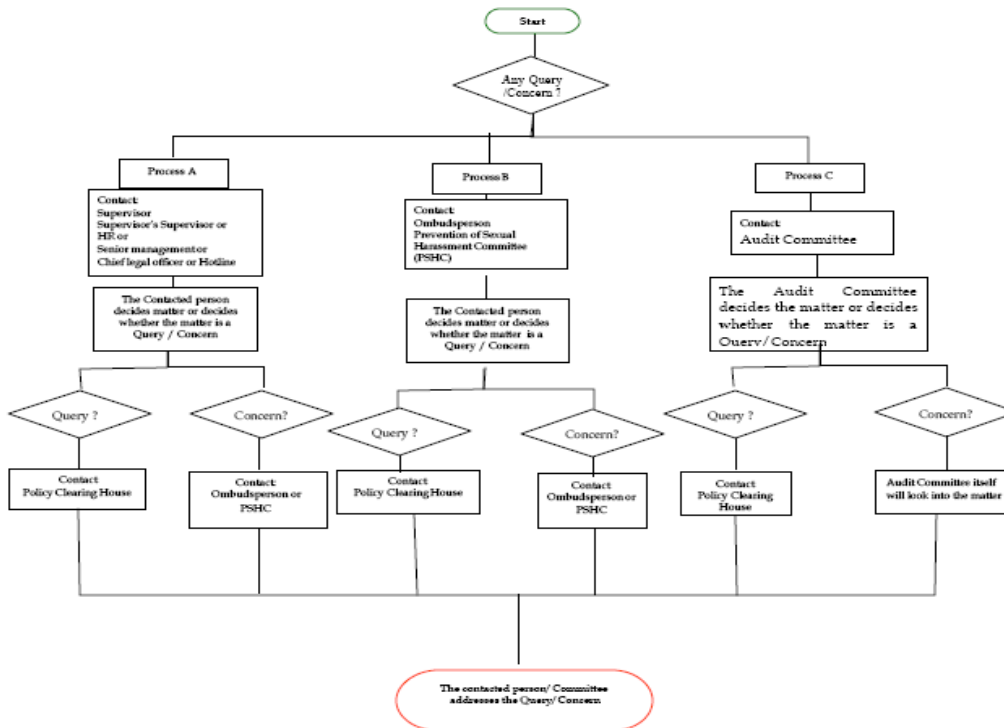
v) Retaliatory acts

It is a violation of the policy to engage in retaliatory acts against any employee who reports an incident of alleged harassment including sexual harassment, or any employee who testifies, assists or participates in a proceeding, investigation or hearing relating to such allegation of harassment. Employees who believe they have been retaliated against because of testifying, assisting or participating in proceeding, investigation, or hearing relating to an allegation of harassment, shall meet with and seek the advice of the Ombudsperson, whose responsibilities include handling retaliation. If an employee believes that he/she has been retaliated against in the form of an adverse personnel action for disclosing the Concern under the policy he/she may file a written Concern to the Ombudsperson requesting an appropriate remedy. For the purposes of this policy an adverse personnel action shall include a disciplinary suspension; a decision not to promote; a decision not to grant a salary increase; a decision not to hire; a termination; an involuntary demotion; rejection during probation; a performance evaluation in which the employee's performance is generally evaluated as unsatisfactory; an involuntary resignation; an involuntary retirement; an involuntary reassignment to a position with demonstrably less responsibility or status as compared to the one held prior to the reassignment; or an unfavorable change in the general terms and conditions of employment.

vi) Accountability

The Board of Directors shall oversee Wipro's adherence to ethical and legal standards. All employees including the finance people and the members of the Board of Directors shall undertake to stop or prevent actions that could harm customers, the system or reputation of Wipro and to report such actions as soon as they occur.

26. REPORTING PROCEDURE FOR A QUERY/CONCERN



27. METHOD TO RAISE A QUERY/ CONCERN:

Query/Concern is to be disclosed through e-mail, telephone, fax or any other method.

Whenever you have a query or concerns about any malpractice, impropriety, abuse or wrongdoing (Concern) there are three processes wherein complaints can be directed.

They are:

Process A:

- a. An Employee's Supervisor or
- b. Supervisor's Supervisor or
- c. Human Resources Head of the local office of the Business Unit;
- d. Any member of Senior Management;
- e. The Chief Legal Officer of the BU and/or
- f. The Company's **Ombudsprocess**
- g. The Hotline

Concerns raised to the above mentioned people can be either decided by them or they could decide whether the issue is a query or a Concern. If the issue is a query then the matter would be forwarded to the policy.clearinghouse@wipro.com and if the issue

does not relate to sexual harassment then forward the issue to the Ombudsperson. If the issue deals with sexual harassment then the same would be sent to the Prevention of Sexual Harassment Committee (PSHC).

Process B

- a. Ombudsperson
- b. PSHC.

Concerns could be raised directly to either the Ombudsperson or the PSHC. On receiving a concern, the committee would attempt to decide it or decide first of all whether the concern is a query. If the issue in hand is a query, it would be forwarded to the policy.clearinghouse@wipro.com and if it is a Concern, then the same would be decided by the Ombudsperson provided the Concern does not involve sexual harassment, as all sexual harassment cases are dealt with the PSHC.

Process C

Audit Committee.

Concerns can be raised directly to the Audit Committee. Mails could be sent to audit.committee@wipro.com. Here again the Audit Committee may decide the issue or decide if it is a query. If a query then the matter would be sent to the policy.clearinghouse@wipro.com. If a sexual harassment case then the Audit Committee would forward the Concern to the PSHC. If the matter in hand is based on general harassment it shall decide the matter.

Contact details of **Ombudspersons** and members of the Prevention of Sexual Harassment Committee (“PSHC”) are detailed in **Annexure A**.

DISCLAIMERS:

THE COBCE IS INTENDED SOLELY AS A GUIDE. THE LANGUAGE USED IN THE HANDBOOK SHALL NOT BE CONSTRUED AS CREATING A CONTRACT OF EMPLOYMENT BETWEEN WIPRO AND ANY OF ITS EMPLOYEES. WIPRO EXPRESSLY RETAINS THE RIGHT TO UNILATERALLY MODIFY OR AMEND THIS CODE, AT WIPRO’S SOLE DISCRETION, WITH OR WITHOUT NOTICE TO THE EMPLOYEES.

DISCIPLINARY ACTION/TERMINATION:

PROCEDURES FOR IMPLEMENTATION OF THE POLICIES SHALL NOT BE CONSTRUED AS PREVENTING, LIMITING OR DELAYING WIPRO FROM TAKING ANY DISCIPLINARY

ACTION, INCLUDING IMMEDIATE DISCHARGE, IN CIRCUMSTANCES WHERE WIPRO DEEMS SUCH ACTIONS APPROPRIATE.

ANNEXURE A

PREVENTION OF SEXUAL HARASSMENT COMMITTEE (PSHC) MEMBERS:

PSHC Chair Person	Supriti Bhandary	supriti.bhandary@wipro.com
Wipro Technologies	Mohini Gupta	mohini.gupta@wipro.com
Wipro Technologies (US)	Judith Rothrock	judith.rothrock@wipro.com
Wipro Technologies (Europe)	Lorraine Robinson	lorraine.robinson@wipro.com
Wipro Infotech	Sarika Ajit Naik	sarika.naik@wipro.com
Wipro BPO	Richa Tripathi	richa.tripathi@wipro.com
Wipro Consumer Care and Lighting	Maansi Gagroo	maansi.gagroo@wipro.com
Wipro Eco Energy	Sunita Rebecca Cherian	sunita.cherian@wipro.com
External Member	Sandhya Rao	sandhya.1012@gmail.com

OMBUDS TEAM:

Corporate Ombuds Person	Alexis Samuel	alexis.samuel@wipro.com
Wipro Technologies	Subbarao Tangirala	subbarao.tangirala@wipro.com
Wipro Technologies – America Geo	Diane Twehous	diane.twehous@wipro.com
Wipro Technologies – Part of EU	Sharmila krishnan	sharmila.krishnan@wipro.com
Wipro BPO	Tanaz H Mulla	tanaz.mulla@wipro.com
Wipro Infotech	Raghavendra Prakash S	prakash.srp@wipro.com
Wipro Consumer Care & Lighting	Jugal Prasad	jugal.prasad@wipro.com
Wipro Infrastructure Engineering	Sunil Rajagopalan	sunil.rajagopalan@wipro.com
Wipro Eco Energy	Suhas S Nerurkar	suhas.nerurkar@wipro.com
Wipro - Unza	Mahesh Kulkarni	kulkarni.mahesh@wipro.com
Ombuds Administration	Asha L	asha.lakshminarasimhaiah@wipro.com