

## **WIPRO LIMITED**

### **Code of Ethics for Principal Executive Officer and Senior Financial Officers**

**(Adopted in 2002, July 2010 and further amended in July 2013)**

#### **1. Introduction**

The Spirit of Wipro represents the core values of Wipro Limited (“Wipro”).

In line with the requirements under Section 406 of the Sarbanes Oxley Act, 2002 (‘SOX’) and the applicable Securities and Exchange Commission (SEC) rules, this Code of Ethics has been prepared for the purpose of ensuring compliance with financial reporting by Principal Executive Officer and Senior Financial Officers (as defined below) and for documenting the obligations and responsibilities under Wipro’s Code of Business Conduct and Ethics (‘COBC’) that directly relate to these officers’ financial and accounting roles. This Code is intended to supplement obligations imposed by COBC.

This Code of Ethics for Principal Executive Officer and Senior Financial Officers (the ‘Code’) is designed to deter wrongdoing and to promote:

1. Honest and ethical conduct, including correct handling of actual or potential conflicts of interest between professional and personal relationships;
2. Full, fair, accurate, timely, and understandable disclosure in all reports and documents that we file with, or submit to SEC, Securities Exchange Board of India (‘SEBI’) or such other regulatory body as well as in other public communications by Wipro;
3. Prompt internal reporting to the appropriate person or persons identified in the Code; and
4. Compliance with applicable governmental laws, rules and regulations in addition to complying with disclosure controls and procedures and Wipro’s internal controls over financial reporting.

#### **2. Applicability**

This Code applies to the category of officers listed below (“Applicable Employees”) as may be decided from time to time, for the purpose of this Code. The term “Wipro” shall include all its subsidiaries and step-subsiidiaries. The term “Senior Financial Officers” shall include the following;

##### **A. Principal Executive Officer and Senior Financial Officers**

1. Principal Executive Officer (i.e. the Chairman) of Wipro.
2. Chief Executive Officer (‘CEO’) of Wipro.
3. Chief Financial Officer (‘CFO’) of Wipro.

- B. Heads of following Finance & Accounting functions**
  - 1. Corporate Controllership and Business Units Controllership of Wipro
  - 2. Controllers of subsidiaries and step-subsiaries of Wipro.
  - 3. Corporate Treasury & Investor Relations of Wipro.
- C. Head of Corporate Internal Audit.**
- D. General Counsel**
- E. Company Secretary**
- F. Head of Human Resources**
- G. All direct reports of the CFO of Wipro.**
- H. Chief Information Officer (CIO) of Wipro and all employees working in CIO function at C1 Band (or equivalent grading or grouping by the Human Resources Department) above.**
- I. All employees at C1 Band (or equivalent grading or grouping by the Human Resources Department) and above, working in Finance and Accounting function including Business Finance at Wipro.**
- J. “Designated Employees” shall include other employees as may be decided from time to time through internal review processes.**

Any violation of this Code would result in disciplinary action, up to and including termination.

#### 4. **Code of Ethics**

##### **a. Proper Accounting, Financial reporting and Disclosures**

Applicable Employees, in the performance of their duties and to the extent of their roles and responsibilities, shall to the best of their knowledge:

- i. Ensure the integrity of financial records.
- ii. Perform their duties in accordance with applicable laws, rules and regulations across geographies in which Wipro operates. Applicable Employees are expected to acquire knowledge of the appropriate mandatory requirements relating to their respective functions and responsibilities.
- iii. Protect Wipro’s assets from any misuse or theft. This includes computers, office equipment, laptops, desktops, servers, handheld communication devices (e.g. BlackBerry phones) and any other tangible assets as well as intangible assets such as financial data, corporate information, etc. recorded in any form or contained in any media.
- iv. Maintain confidentiality and security of individual system login credentials and passwords at all times, including accounting passwords, payment passwords, other access passwords, password devices (e.g. RFID devices) etc.

- v. Adhere to and comply with the established Accounting Policies and Procedures at Wipro as well as the Generally Accepted Accounting Principles ('GAAP', International Financial Reporting Standards ('IFRS') or any other standards of accounting and reporting adopted by Wipro.
- vi. Ensure that no accounting entries are recorded in Wipro's books of accounts without proper documentation and explanation in reasonable detail.
- vii. Ensure that no payments are approved or made with the intention that any part of such payment is to be used for any purpose other than the purpose stated in the relevant documents.
- viii. Refrain from taking any action to coerce, influence, manipulate or mislead or fraudulently influence Wipro's external or internal auditors with intent to render Wipro's financial statements as misleading or incorrect. Types of conduct that may appear as improper influence include, but are not limited to:
  - a. Knowingly providing misleading information to Wipro's internal and external auditors.
  - b. Failure to provide full, fair and accurate information, data, documents, records etc. in a timely manner to Wipro's internal and external auditors.
  - c. Knowingly passing false or misleading entries in Wipro's books of accounts or records.
- ix. Provide full, fair, accurate, timely and understandable disclosure on all material aspects of Wipro's businesses including periodic financial reports that Wipro files with regulatory authorities as may be required under various provisions of law, Stock Exchange Listing Agreements, SEC Rules and the like and in accordance with Wipro's current Disclosure Policy.
- x. Any statement by Applicable Employees to the press, analysts or any third parties shall be made by and in accordance with Wipro's Media Policy.
- xi. Applicable Employees working in Finance and Accounting function shall:
  - a. Conduct periodic review and assessment of internal controls over financial reporting in line with the internal processes as per SOX requirements
  - b. Take appropriate action to resolve any control weaknesses that may materially affect the reliability of financial reporting and disclosures.

**b. Conflicts of interest**

A conflict of interest exists where the personal interests or benefits of one person or entity conflict with the interests or benefits of Wipro. Performance and responsibilities to Wipro shall not, at any time, be subordinated to personal gain or advantage. Applicable Employees must devote their full attention to the business interests of Wipro and are expected to avoid personal activities and financial interests which could conflict with their performance or responsibilities to Wipro. Applicable Employees shall not seek gain for themselves or others through the misuse of their positions. Personal

involvement including financial interests/ dealings with a competitor, client, external auditors and audit team members, supervisors, subordinate employees or peers of Wipro that has the potential of affecting the employee's ability to exercise good judgment for Wipro creates an actual or potential conflict of interest. None of the Applicable Employee including his/ her immediately family members may receive improper personal benefits as a result of the employee's position at Wipro. For more details and situations, Applicable Employees are advised to refer the COBC – Conflict of Interest Policy.

**c. Adherence of Compliance to this Code**

The Department/ Function Heads of various finance and accounting functions and Human Resources Department shall take initiatives to ensure that this Code is understood by team members who perform finance and accounting functions including the preparation of guidelines to meet specific local requirements and circumstances.

Applicable Employees having any questions regarding the specifics of any aspect of the Code can seek guidance from his/ her Function or department head.

Applicable Employees must follow the procedure outlined in the COBC to raise any concerns if they notice or believe there exists a potential breach of this Code. Complaints may also be submitted anonymously. Any person who in good faith reports a breach by another employee of this Code will be protected from retaliation in any form. Also, reasonable efforts will be made to maintain confidentiality about the identity of the complainant if so sought by the complainant.

**d. Reporting and Recording Breaches/Frauds**

Every Applicable Employee who has knowledge of a breach of this Code shall, without fail, immediately report such breach to the CFO, General Counsel, Head of Internal Audit or the Ombudsperson. Any breach of this Code shall be considered serious and shall be reported to the Audit, Risk and Compliance Committee. Some breaches and frauds that may be construed as significant will be investigated further under the direction of the Audit, Risk and Compliance Committee of the Board. Given below are a sample list of breaches and frauds:

- i. Misuse or theft of Company assets and money.
- ii. Breach of this Code due to deliberate and systemic acts by one or more employees, including breach of laws, rules or regulations across geographies or breach of confidentiality of individual access rights and passwords, etc.
- iii. Breach causing financial or reputational damage to Wipro, its promoters or its senior officers, including non-compliance with financial accounting standards and intentional erroneous reporting of financial results, thereby causing breach of integrity of financial records.

iv. Receiving or offering or attempting to offer bribe or other forms of illegal gratification.

**e. Confirmation of Compliance**

Every Applicable Employee shall submit in writing or electronically to the effect that he/she has read the Code and agrees to comply with the Code.

**f. Waivers**

In accordance with the regulations of the SEC, any waiver, including an implicit waiver, from a provision of this Code granted to an Applicable Employee must be approved by the Company's Board of Directors and will be disclosed in accordance with the requirements of SEC. For this purpose, the term "waiver" means the approval of a material departure from a provision of the Code. An implicit waiver is deemed to be a waiver.

**g. Amendments**

Any amendment to the Code shall be approved by the Audit, Risk and Compliance Committee and the amended Code will be reported and filed with SEC either by way of Form 6K or Form 20F and will be made available in Wipro's internet website (www.wipro.com) and will also be filed under other applicable regulatory filings.

**h. Acknowledgement of Receipt of Code of Ethics for Principal Executive and Senior Financial Officers**

I have received and read the Company's Code of Ethics for Principal Executive and Senior Financial Officers ('the Code'). I have understood and agree to comply with this Code, the COBC and other policies adopted by the Company from time to time.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_