



# GLOBAL COMPANY POLICY

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## ***OMBUDSPROCESS***

*Version 5.1 (August 2015)*

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## **1. INTRODUCTION**

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Wipro Limited including subsidiaries and affiliate companies (“Wipro” or the “Company”) is committed to the highest standards of openness, probity and accountability.

An important aspect of accountability and transparency is to enable employees of the Company and any other individual stakeholders such as employees of vendors, service providers, and contractors (referred in this Policy and process as “individuals”) to voice concerns in a responsible and effective manner. It is the fundamental duty of employees to faithfully serve the Company and not disclose any confidential information.

Nevertheless, where an individual discovers information which he/she believes shows serious malpractice, impropriety, abuse or wrongdoing (hereinafter referred to as “concern”) within the Company, then this information should be disclosed internally without the fear of reprisal. The Company has therefore set out this Policy and process, termed as “Ombudsprocess,” to ensure that individuals have the confidence to raise their legitimate concerns.

## **2. SPIRIT OF THE POLICY**

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Employees are often the first to recognize any concern within the Company. However, they may ignore such concerns or dismiss them as mere suspicions or disloyalty to their colleagues, managers or to the Company itself. Also, they may not be aware of the appropriate procedure or the internal authority to whom the concern must be raised.

As is well known, Wipro does not tolerate any malpractice, impropriety, abuse or wrongdoing and encourages employees to come forward and voice their concerns.

The Ombuds Policy has been introduced by the Company to enable employees and other individuals connected with the Company to not overlook any concern but instead raise it at an early stage and in the right manner, without fear of retaliation, victimization, subsequent discrimination or disadvantage at workplace.

## **3. APPLICABILITY OF THE POLICY AND ITS EFFECTIVE DATE**

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This Policy applies to all employees of the Company including those who are on probation and is effective from April 15, 2003. It also applies to individuals in the nature of contract employees, retainers, consultants, trainees and interns as well as the employees of the Company's vendors and service providers. To clarify, all these persons are referred to as "individuals" in this Policy.

#### **4. ASSURANCES UNDER THE POLICY**

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If an individual raises genuine concern under this Policy, he/she will not be under any risk in the form of retribution or retaliation including the risk of his/her job. If one acts in good faith it does not matter if the concern was raised by mistake. .

The Company will not tolerate any harassment or victimization (including informal pressures) against any individual who raises a concern and will take appropriate action to protect the individual when he/she raises a concern in good faith.

If the individual raising a concern asks for protection of his/her identity, the Company will not disclose it without his/her consent. However, it is possible that the Company may be unable to resolve the individual's concern without revealing his/her identity (e.g. identity is required for conducting an effective investigation or when evidence is needed by a Court of law). In such cases, the Company will support the individual and provide reasonable assistance.

However, under any circumstance if an individual believes that he/she has been retaliated against for disclosing any concern, he/she may file a written complaint to the Corporate Ombudsperson & General Counsel to seek appropriate remedy.

#### **5. POLICY AND PROCEDURE FOR DISCLOSURE, ENQUIRY AND DISCIPLINARY ACTION**

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##### **5.1 What constitutes malpractice, impropriety, abuse or wrongdoing?**

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Concern can be in respect of a variety of issues and some are listed below. This list is intended to illustrate the types of issues that may be raised under this Process:

- Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel).
- Breach of any Policy of Code of Business Conduct ("COBC") adopted by the Company from time to time.
- Health and safety risk observed, including risk to the public as well as other persons (e.g. faulty electrical equipment).
- Abuse including physical, sexual, psychological or financial abuse, exploitation or neglect.

- Damage to the environment (e.g. pollution).
- Fraud and corruption (e.g. to solicit or receive or offer or promise any gift/reward as a bribe).
- Any instance of failure to comply with legal or statutory obligation either for and on behalf of the Company or in any personal capacity in the course of discharging duties of the Company.
- Any instance of any sort of financial malpractice or wrongful accounting practice.
- Conflict of interest.
- Abuse of power (e.g. bullying or workplace harassment).
- Any other unethical or improper conduct or a conduct that is in violation of any Policy of the Company.

### **5.2 Limitation of time to raise a concern**

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An individual intending to make any disclosure of a concern is required to share all available and relevant information regarding the concern not later than 6 (six) months from the day on which he/she become aware of the concern.

### **5.3 To whom should a concern be raised?**

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The concern may be raised through e-mail [ombuds.person@wipro.com](mailto:ombuds.person@wipro.com), or through intranet “MyWipro →Forums →Ombuds process” or through internet at [www.wiproombuds.com](http://www.wiproombuds.com) or Email to the persons designated as “Ombudsperson” in **Annexure A**.

Additionally, an individual may raise a concern through the Hotline where the concern can be made through a telephone call or online in a number of global languages. Details of the Hotline are available at **Annexure B**.

Individuals may also raise their concerns directly to Chairman of the Audit Committee ([audit.committee@wipro.com](mailto:audit.committee@wipro.com)). Individuals are however advised to exercise discretion in raising concerns directly to the Audit Committee. Considering the position of the Audit Committee that comprises of non-working independent directors, individuals are advised not to raise procedural issues such as appraisal matters.

### **5.4 Who will investigate into the concern?**

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The concern shall be investigated by the respective Ombudsperson either by himself/herself or through any other person as may be deemed necessary by him/her.

### **5.5 Who will take a decision on the concern?**

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A decision on the concern will be taken by the following persons:

- Designated Ombudsperson in consultation with the Chief Ombudsperson.
- Corporate Ombudsperson & General Counsel in case of complex matters that can have an impact on the organization as a whole.
- Corporate Compliance Committee which consists of:
  - Chairman, Wipro Limited
  - Chief Executive Officer, Wipro Limited
  - Corporate Ombudsperson & General Counsel, Wipro Limited
  - Head of Human Resources, Wipro Limited
  - Chief Financial Officer, Wipro Limited
  - Chief Risk Officer, Wipro Limited
  - Head of Internal Audit, Wipro Limited
  - Any other persons authorized by the Corporate Compliance Committee.

### **5.6 Rules for fair conduct of investigation**

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The Corporate Compliance Committee may, at its discretion, in consultation with the Audit Committee, frame and circulate such rules as may be deemed necessary to enable a fair conduct of inquiry and investigation and for deciding the concerns.

### **5.7 Procedure for handling concerns raised**

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Once a concern is raised by an individual, the designated Ombudsperson to whom the concern is assigned shall pursue the following steps:

- Obtain full details and clarifications of the concern.
- Consider the involvement of the Company's auditors or the jurisdictional police or any other external investigation agency or person if such a need arises.
- Investigate into the allegation with the assistance of appropriate individuals / bodies.
- Prepare detailed report including the action taken on the concerns raised.
- Where a decision on a critical concern requires reporting to Corporate Compliance Committee, the Corporate Ombudsperson & General Counsel will submit a report of the decision within five (5) working days from the date of decision.

The individual raising the concern is expected to reasonably provide relevant information that he /she has regarding the concern. The individual is expected to cooperate with the Ombudsprocess in the investigation of the concern. Where an individual raising a concern is unresponsive for more than fifteen (15) days despite follow up by the Ombuds team (through the Ombuds portal) the concern may be closed without further action.

As part of the Ombuds investigation into the concern, meetings will be held between the Ombuds team and employees associated with the concern either in person or through telephonic or video conferences.

At the end of each such Ombuds meeting, its minutes will be captured by the Ombuds team and this must be validated by the participants.

The Company will keep the complainant informed about the outcome of investigation once it is completed through the Ombuds Portal. While the Ombuds team shares the outcome of the investigation with the complainant, the Investigation Report cannot be shared for the purposes of confidentiality of the process and witnesses.

The Company will take steps to minimize any difficulties that a complainant may face as a result of raising the concern. Thus, if the individual is required to give evidence in criminal or disciplinary proceedings the Company will make necessary arrangements for the individual to receive advice about the procedure etc.

Any interview conducted during the course of an investigation, whether over the phone or in person, must not be voice/video recorded without the written consent of the Ombudsperson and prior intimation to all those present at such an interview. Breach of this will result in disciplinary action against the person so recording including but not limited to termination.

All discussions and information associated with the Ombuds process must be kept confidential by employees associated with the concern.

Compliance with Local Laws: In certain countries local law may mandate that investigation must be carried out by a specific function present in that country. In such situations, Ombudsperson will assign the investigation to that specific function.

### **5.8 Procedure to be pursued by the Corporate Compliance Committee on critical concerns brought to its notice from Ombuds**

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The Corporate Compliance Committee will pursue the following steps:

- Based on the findings in the report on critical concerns submitted by the Corporate Ombudsperson & General Counsel, the Committee will take a final decision in the matter by a simple majority.
- If the complaint is shown to be justified, the Committee shall advise on the disciplinary or other appropriate action against the defaulting employee as per Company procedures.
- Committee's decision will be sent to the Corporate Ombudsperson & General Counsel who will also place it before the Audit Committee at periodic meetings.

If the decision relates to any critical issue including an issue that impacts the reputation of the Company or its Directors or it relates to separation of an employee, the Corporate Ombudsperson & General Counsel may reach out to the members of the Corporate Compliance Committee for inputs before a final decision is taken.

### **5.9 Appeal**

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If the complainant or the person complained against is not satisfied with the decision taken on a concern, he/she has the following options for appealing against the same:

- When the concern is investigated by an Ombudsperson, an appeal will lie to the Corporate Ombudsperson & General Counsel.
- When the concern is investigated into/ decided by the Corporate Ombudsperson & General Counsel, appeal will lie to the Corporate Compliance Committee.

### **5.10 Anonymous complaints**

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The Ombudspersons will take into consideration all anonymous complaints for appropriate investigation based on the following factors:

- The seriousness of the concern raised;
- The credibility of the concern;
- The likelihood of confirming that the allegation is raised through reliable sources; and
- The ability to investigate into anonymous complaints.

However, the Company encourages individuals raising a concern to provide his/her name to facilitate addressing the concern more effectively and expeditiously.

### **5.11 Untrue allegations**

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If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no adverse action will be taken against that individual. In making a disclosure the individual should exercise due care to verify the accuracy of the information provided in the complaint. Disciplinary action may be taken against an employee who makes *mala fide* or frivolous allegations.

### **5.12 Maintaining confidentiality of the concern as well as the disclosure**

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The individual raising a concern or the persons to whom the concern is made or any person involved in the investigation shall not disclose the concern to public without prior permission of the Corporate Compliance Committee.

However, this restriction shall not apply if any individual prefers to file a statutory complaint or is called upon to respond to any statutory or judicial process in accordance with the law.

## **6. PENALTIES UNDER POLICY**

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If a person, against whom the concern is raised, is found guilty, then the Company shall take appropriate action depending on the person's culpability. This may include but not limited to a disciplinary suspension, a decision not to grant a salary increase or revocation of a recent salary increase, a decision not to promote, a decision to demote, a decision to terminate, a decision to terminate during probation, a performance evaluation in which the employee's performance is generally evaluated as unsatisfactory,



an involuntary retirement, or any other unfavorable change in the general terms and conditions of employment.

## 7. AMENDMENT HISTORY

Amendment Date	Policy Version	Author	Approved By:	Nature of Changes
13-Jan-12	2.7	Asha L	Alexis Samuel	Changes updated in contact database of Ombuds team
01-August-12	2.71	Asha L	Alexis Samuel	Changes updated in contact database of Ombuds team
1-May-13	2.8	Asha L	Ravi Kiran Vadapally	Changes updated in contact database of Ombuds team
1-Sep-13	2.9	Asha L	Inderpreet Sawhney	Changes updated in contact database of Ombuds team
9-Oct-13	3.0		Inderpreet Sawhney	Removal of reference to BU Compliance Committee, Wipro Infrastructure Engineering, Wipro Consumer Care and Lighting and other procedural changes in the review process
28-Jan-14	4.0		Inderpreet Sawhney	Changes updated in contact database and handling the concern and its closure
9-Oct-14	5.0		Inderpreet Sawhney	Thoroughly reviewed the Policy and introduced revised appellate process
01-Aug-15	5.1		Inderpreet Sawhney	Changes updated in contact database of Ombuds team

## Annexure A

### List of Ombudspersons

<b>Corporate Ombudsperson &amp; General Counsel</b> <b>Inderpreet Sawhney</b> Phone: +91-80-28440218	Wipro Limited Email: <a href="mailto:inderpreet.sawhney@wipro.com">inderpreet.sawhney@wipro.com</a>
<b>Chief Ombudsperson</b> <b>Subhasish Biswas</b> Phone: +91-80-39151857	Wipro Technologies (India, Europe & USA) Email: <a href="mailto:subhasish.biswas@wipro.com">subhasish.biswas@wipro.com</a>
<b>Srivaikuntam Soundaram</b> Phone : +91-80-39155824	Wipro Technologies Email : <a href="mailto:srivaikuntam.soundaram@wipro.com">srivaikuntam.soundaram@wipro.com</a>
<b>Kumari Anish</b> Phone: +91-80-40560580	Wipro Technologies / Wipro Infotech Email : <a href="mailto:krishna.kumari@wipro.com">krishna.kumari@wipro.com</a>
<b>Tanu Gupta</b> Phone:+91-11-33785669	Wipro BPO Email: <a href="mailto:tanu.gupta1@wipro.com">tanu.gupta1@wipro.com</a>
<b>Dhanalaxmi Srinivas</b> Phone:+91-80-39156151	Wipro Technologies Email: <a href="mailto:dhanalaxmi.srinivas@wipro.com">dhanalaxmi.srinivas@wipro.com</a>
<b>Neeraj Kumar Jha</b> Phone:+91- 11-33785421	Wipro Technologies Email: <a href="mailto:neeraj.jha@wipro.com">neeraj.jha@wipro.com</a>
<b>Sunando Bhattacharjea</b> Phone:+91- 33-30952733	Wipro BPO Email: <a href="mailto:sunando.bhatt@wipro.com">sunando.bhatt@wipro.com</a>
<b>Vishal Sahani</b> Phone:+91- 20-39104432	Wipro BPO Email: <a href="mailto:vishal.sahani@wipro.com">vishal.sahani@wipro.com</a>
<b>AjiKumar T N</b> Phone: +91-80-39151839	Wipro Eco Energy Email: <a href="mailto:ajikumar.narayan@wipro.com">ajikumar.narayan@wipro.com</a>
<b>Asha L</b> Phone: +91-80-39156151	Ombuds Administrator Email: <a href="mailto:asha.lakshminarasimhaiah@wipro.com">asha.lakshminarasimhaiah@wipro.com</a>

## Annexure B – Hotline Reference

If you would like to report your concern by telephone please follow the instructions listed below for your location:

**Toll-free direct:** You may dial this line toll-free from within the appropriate country.

<i>Country</i>	<i>Hotline Number</i>
Argentina	0800-444-6024
Australia	1-800-119-574
Brazil	0800-892-1829
China	10-800-711-1158 or 10-800-110-1079
Finland	0800-9-15599
France	0-800-90-0907
India	000-800-100-1496
Japan	00531-11-3059 or 0066-33-830203 or 0034- 800-900298
Malaysia	1-800-81-6244
Mexico	001-877-388-7956
South Africa	0800-999-618
South Korea	00798-1-1-002-6099
Taiwan	00801-10-4113
Thailand	001-800-11-002-6151
United Kingdom	0800-210-0962
United States	866-666-6998

**Direct Access lines:**

**Step 1:** You will first dial your country's Access Number to connect with the AT&T network. You should consult <http://www.business.att.com/bt/access.jsp> for upto-date Access Number information for your country.

**Step 2:** You will then dial the hotline number to connect toll-free with Global Compliance.

<i>Country</i>	<i>Direct Access Number</i>	<i>Hotline Number</i>
Austria	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	888-898-1148
Egypt	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
Germany	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
India	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
Indonesia	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
Netherlands	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	888-898-1148
New Zealand	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
Philippines	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
Portugal	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	888-323-7876
Romania	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
Saudi Arabia	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
Sweden	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
Switzerland	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	888-898-1148
United Arab Emirates	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613
All other countries	<a href="http://www.business.att.com/bt/access.jsp">http://www.business.att.com/bt/access.jsp</a>	866-455-1613

**International Toll number:**

For Countries that do not have a Toll free or Direct access number, callers can dial +8664551613 (ISD tariff of your country will apply)