

WIPRO SUPPLIER CODE OF CONDUCT

A. SPIRIT OF WIPRO

The Spirit of Wipro represents the core values of Wipro. The three values encapsulated in the Spirit of Wipro are **Intensity to Win, Act with Sensitivity** and **Unyielding Integrity**.

Integrity is basically about action and behaviour that are compliant with the laws of the land. Wipro always believes that there can be no compromise on Integrity. Wipro expects the same commitment from our Suppliers.

At Wipro, we also believe that our suppliers, agents, service providers, channel partners, dealers, distributors and vendors (“Suppliers”) make significant contributions to our success and we treat our Suppliers with respect. We select our suppliers based on their merit, competitive price, quality and performance. Importantly, we require our Suppliers to conduct their businesses in legal and ethical manner and comply with all applicable laws and regulations.

Suppliers shall read, understand and affirm compliance to this Supplier Code of Conduct (“Code”). Wipro expressly retains the right to unilaterally modify or amend this Code, at Wipro’s sole discretion, with or without prior notice to Suppliers.

B. ELEMENTS OF SUPPLIER CODE OF CONDUCT

1. APPLICABILITY

This Code shall apply to all Suppliers who engage in business relationships with Wipro or on behalf of Wipro. The term “Wipro” includes all subsidiaries and affiliates of Wipro Limited.

2. FORCED OR COMPULSORY LABOUR

Suppliers must ensure that their employees are hired on their own free will and must prohibit forced, bonded, or any other form of compulsory labour in all of their operations. At the time of recruitment, a written employment agreement containing terms and conditions of employment must be provided by the Suppliers to all their employees. Suppliers and their agents may not confiscate any identity or immigration documents, such as government-issued identification cards, passports or work permits, unless required by law.

3. PROHIBITION ON CHILD LABOUR

Commitment from Suppliers is expected in implementing the applicable laws against child labour, including those relating to minimum age limits. To promote eradication of child labour in a proactive manner, Suppliers must work towards a strict ‘no child-labour’ policy.

4. FREEDOM OF ASSOCIATION

In conformance with applicable laws, Suppliers must respect the legal right of all employees to join trade unions or form associations and must not impose restrictions on these rights. Suppliers must create employment conditions which foster mutual trust between their management and their employees.

5. EQUAL EMPLOYMENT OPPORTUNITY AND NON-DISCRIMINATION/ NO HARRASSMENT

Suppliers must treat their employees with respect and dignity, offer equal opportunity to their employees and encourage them to work in an environment that is free from discrimination and harassment. Suppliers must not discriminate their employees in any employment-related matters on the basis of ethnic and national origin, race, caste, religion, language, disability, sex etc., with the exception of any local law requirement to adopt affirmative action in a particular geography. Suppliers must have the right to establish and promote favorable employment conditions to promote positive work relationships among their employees, to facilitate employee communications, and to support employee development.

6. WORKING HOURS

Suppliers must ensure that their employees do not work more than the maximum working hours prescribed by the applicable laws or regulations. In addition, employees must be allowed at least one day of rest in every seven calendar days.

7. WAGES AND BENEFITS

Remuneration paid by Suppliers to their employees must comply with applicable laws or regulations including, but not limited to minimum wages, deduction from wages, overtime hours and associated benefits as applicable. Overtime requirements if any must be based on business requirements and should be voluntary. Suppliers must provide the components of pay structure to employees prior to recruitment and also ensure that the compensation will be competitive for the nature of work performed. Recruitment, wages and benefits must be in accordance with the principle of equal opportunity.

8. ENVIRONMENT, HEALTH AND SAFETY

Our daily consumption needs of natural resources i.e., energy, water and other inputs in our process have direct impact on our environment. Suppliers are expected to contribute to preserving nature and be responsible for conducting safe and environmentally-conscious operations. Suppliers must comply with applicable environment and related laws and regulations.

As regards Health & Safety, Suppliers must take appropriate measures to prevent workplace injuries and ill health and must provide employees with safe and healthy working environment by considering the evolving industry practices and societal standards of care. Suppliers must strive to implement management systems to meet these requirements.

9. BUSINESS RELATIONSHIP AND COMPLIANCE WITH ANTI-CORRUPTION LAWS

The anti- corruption laws prohibit making unlawful payment (either directly or through agencies or intermediaries) or act in furtherance of such an unlawful payment for the purpose of obtaining or retaining business or to influence any business decision.

Suppliers must note that any payments made in order to assist in obtaining or retaining business or directing business to any other person will be in breach of these laws as also against Wipro's policy.

Suppliers must not give, offer, promise to offer, or authorize the offer, directly or indirectly (i.e. proxy bribing) anything of value (such as money, shares, goods or service) to any third party, including government officials or officials of any political party, which could be regarded as influencing any business decision or for obtaining improper advantage in connection with Wipro's business, or in connection with any commercial transaction or relationship to which Wipro is a party. Government officials include employees of government companies, public sector undertakings, departments, institutions of any government, foreign officials including officials of public international organizations.

Suppliers are expected to raise invoices, bills and claims only for services and/or supplies actually made as per the terms of the contract with Wipro. Suppliers must not make or submit any false or misleading entries in the invoice, bill and/or claim to Wipro. Gifts or entertainment or anything of value must not be offered to any of the employee of Wipro, with intent to obtain or retain business, or to influence any business decision.

10. CONFLICT OF INTEREST

Suppliers are expected to use good judgment and avoid situations that can lead to even the appearance of a conflict. Conflicts of interest can undermine the trust others place on the Suppliers and proactively address any situations of potential conflict with Wipro or our officers and employees.

11. CONFIDENTIALITY

Suppliers must protect business and personal information of a confidential nature obtained as a result of business relationship for performing jobs assigned by Wipro and must not share such information with unauthorized persons in any manner. Wipro confidential information also includes any employee information, personal data and third party information in Wipro's custody as shared by Wipro.

12. MAINTENANCE OF RECORDS

Suppliers must maintain their books and records as per applicable laws and regulations.

13. USE OF WIPRO ASSETS AND ELECTRONIC RESOURCES

Suppliers must ensure that their employees utilize Wipro's assets (both tangible and intangible) and electronic communication devices/ resources only in a legal and ethical manner. Suppliers may use Wipro's name and logo only for duly authorized and permitted purposes.

14. COMMUNICATIONS

Suppliers must periodically communicate the standards of this Code to their employees and encourage them to conduct periodic self-evaluations to ensure compliance.

15. VIOLATIONS OF THIS CODE OF CONDUCT

Failure to comply with this Code or any other applicable law/regulations by Suppliers will result in termination of Wipro's business relationship/ association/ contract with the Supplier.

16. SPEAKING UP

Wipro's endeavour is to foster an environment of open and honest communication. Suppliers are encouraged to raise concerns with respect to any suspected violations of this Code or any other specific concern arising out of their business relationship with Wipro or its officers or employees to Wipro's Ombudsperson by raising their concern(s) through the following links:

<https://wipro.alertline.eu/gcs/welcome>;

<http://www.wipro.com/investors/corporate-governance/ombudsprocess/>;

<http://supplierconnect.wipro.com:88/Documents/WiproOmbudsmanProcess.pdf>

Suppliers must prohibit retaliation against their employees who participate in raising concerns through Wipro's ombudsprocess in good faith.

17. DOCUMENT HISTORY

Version 1.0: June, 2011

Version: 2.0: February, 2015