

WIPRO VLSI DESIGN SERVICES INDIA PRIVATE LIMITED (“COMPANY”)
CORPORATE SOCIAL RESPONSIBILITY POLICY

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1. Company's Charter on Corporate Social Responsibility

At Company, we think that it is critical to engage with the social and ecological challenges that humanity is facing. It is our conviction that engagement with social issues must be deep, meaningful and formed on the bedrock of long-term commitment; for that is the only way by which real change can happen on the ground. It is also reflective of the fact that such an approach serves both, enlightened business interest and social good. We run our social programs on a strong foundation of ethical principles, good governance and sound management. This includes, among other things, holding ourselves up to public scrutiny through a framework of transparent, rigorous reporting.

2. Definitions

"CSR Activities" shall mean the projects and / or programmes undertaken by the Company either directly or indirectly pursuant to Applicable Laws in accordance with this CSR Policy.

"Implementation Agencies" any other trust, society or company or any entity established under an Act of parliament or a state legislature or any other agency which is eligible to undertake CSR Activities, on behalf of the Company in compliance with the Applicable Laws and includes the Principal Implementation Agency.

"Principal Implementation Agency" means Wipro Cares, is an employee-led community initiative arm of the Wipro Foundation and engages in Education, Primary Healthcare, Community Ecology, and Disaster Response in proximate communities.

"Rules" means Companies (Corporate Social Responsibility Policy) Rules, 2014, or any other rules prescribed under section 135 of the Act and pertaining to corporate social responsibility, as may be amended and prescribed, from time to time.

3. Company's CSR Policy

Company's engagement with social and ecological issues goes back a long time. The central tenets of our approach have been the emphasis on strong, meaningful work on systemic social issues. Our CSR policy articulated below therefore reflects these principles and strategies that have informed our long history of corporate citizenship and social responsibility over the years. *(The Annexure to this policy provides more details on our CSR initiatives)*

At Company, we think that the first and foremost responsibility of an organization is to run its business ethically and in compliance with the law in letter and spirit. Our framework of ethical business starts with a set of foundational values as embodied in Spirit of Wipro and comprises, at the least, the following three principles:

- Unyielding integrity in every aspect of business;
- Treating people everywhere fairly and with respect – at the workplace as well as in communities outside; and
- Demonstrating ecological sensitivity in thought and action.

Our approach to social responsibility and sustainability rests on three important pillars

- **The Strategic:** We choose domains and issues to engage with that are force multipliers for social change and sustainable development. Social responsibility is as much about being a sustainable organization as it is about external initiatives. Therefore, some of our areas of engagement lie at the convergence of business goals and social purpose.
- **The Systemic:** Within the chosen domains, we choose to engage on systemic issues that require deep, meaningful and challenging work. Given the nature of social change, this implies commitment over the long term, typically for several decades because genuine change does take that long to occur.
- **The Deliberative:** Our emphasis on depth and on long term commitment implies a deliberative approach that precludes spreading ourselves thin or engaging in ‘cheque book philanthropy’. By implication, this also means that we are wary of expanding and growing our social programs as ends in themselves. We will continue to adhere to this approach going forward.

4. Guiding Principles

The Company shall follow the following guiding principles for selection, implementation and monitoring of CSR Activities as well as formulation of the Annual Action Plan:

- i) In undertaking CSR Activities, the Company shall give preference to the local areas wherein the Company operates or has its offices i.e., areas in the vicinity of its factories, depots and field offices.
- ii) The Company shall undertake only such CSR Activities, A) as are identified as Focus Areas under this Policy and B) as are permitted under the Applicable Laws. The Company shall also consider international, national, or state level priorities/ objectives, while identifying CSR Activities.
- iii) The Company shall not discriminate against the beneficiaries of the CSR Activities, on any grounds whatsoever, including race, gender, age, ethnicity, caste, religion, domicile, but may focus its CSR Activities to benefit the economically or socially weaker, or marginalised sections, of the society.
- iv) The Company shall endeavour utmost transparency in selection, implementation, monitoring and reporting of CSR Activities.

v) The Company shall ensure that all CSR Activities undertaken directly or indirectly, meet applicable standards of quality followed by Company and/or are the market standard for such activities.

vi) The Company shall either undertake the project directly or preferably through Principal Implementation Agency and shall to its best of its ability also ensure that the partners or vendors selected by the Company or the Implementation Agency, satisfy the criterion specified by the Rules (if any) and have relevant experience, good credentials, no criminal track record, and follow the ethical standards which are at par with the Company's Code of Conduct.

vii) The Company shall ensure that all the CSR Activities are implemented as per the approved Annual Action Plan, authorised by the Board.

5. Governance and Management

The CSR Committee is the apex body that oversees our CSR policy and programs.

The committee comprises of following directors:

- Mr. Krishnan Subramanian - Chairperson
- Mr. Ashish Chawla - Member
- Mr. Dipak Kumar Bohra - Member

The goals and objectives along with the annual budgets for CSR are discussed and signed off at the beginning of the year with the board CSR committee and the Chairperson. This happens as part of the annual strategic and operating plan processes of the organization. The CSR committee allocates the budgets to programs and projects in domains that are aligned with the defined priorities and goals.

Along with approval of the annual plan, the board CSR committee reviews progress on all key programs vis-à-vis its broad objectives including effective utilization of the funds and a formal assessment of outcomes and impacts as considered relevant by the board. The entire annual review process is completed by the board within the 1st quarter of the new financial year. Comprehensive, transparent reporting on sustainability and CSR is a cornerstone of good governance. In addition, we will report on our CSR programs to the Ministry of Corporate Affairs as required under Section 135 of the Companies Act 2013.

6. Implementation

The implementation of the CSR programs happens through multiple channels –Wipro Cares, a trust for employee contributions that are matched by Wipro and in some cases, directly through functions and groups within Wipro Ltd e.g., Biodiversity projects for our campuses is executed directly by the Operations group of Wipro Ltd. Decisions in this regard are based on what is most appropriate and are taken by the company.

7. CSR Expenditure

Every year the Company shall spend atleast 2% of its average Net profit as defined under the Rules ("CSR obligation") during the three immediately preceding financial years, on the CSR Activities as per approved Annual Action Plan.

The expenditure incurred towards administrative overheads and carrying out the Impact Assessment will be considered as part of CSR Expenses upto the limits prescribed under the applicable laws.

Any amount remaining unspent at the end of the financial year, if any, except in case of an ongoing project, shall be transferred to a Fund to be specified in Schedule VII for this purpose, within a period of six months of the expiry of the relevant financial year.

In case the Company undertakes any ongoing project, any amount remaining unspent and earmarked for the ongoing project, shall be transferred within a period of thirty days from the end of the financial year to a special account to be opened for that financial year in any scheduled bank to be called the 'Unspent Corporate Social Responsibility Account', and such amount shall be spent within a period of three financial years from the date of such transfer, failing which, the unspent amount shall be transferred to the Fund to specified in Schedule VII for this purpose, within a period of thirty days from the date of completion of the third financial year.

Any surplus arising out of CSR projects, programmes or activities shall not form part of the business profits of the Company and shall be utilized towards the eligible CSR Activities / addressed in accordance with Applicable Laws.

8. Approval of CSR Activities

The CSR Activities to be undertaken by the Company under the Policy shall be approved by way of Annual Action Plan by the Board.

The Board shall be the absolute authority to update, alter, modify, amend, withdraw and replace the Annual Action Plan for justified reasons.

9. Monitoring of CSR Activities

Under the overall supervision of the Board, i) the Principal Implementation Agency or ii) the Implementation Agency (in case, the CSR Activities are undertaken by any other Implementation Agency), shall be responsible to monitor the CSR Activities. The Implementation Agency shall devise a robust monitoring mechanism to ensure that the CSR Activities are undertaken effectively in accordance with approved Annual Action Plans in compliance with the Applicable Laws and the provisions of this Policy.

The CSR Activities will be effectively and objectively monitored using appropriate monitoring tools that may include one or more of the third-party audit(s) or certification(s), impact assessment(s), self-assessment report(s), field visit(s), periodical review(s) or any other appropriate mechanism.

The Company shall review the progress on Annual Action Plan preferably on annual basis. The Board shall review the status of implementation and fund utilization of the various projects and programmes as per approved Annual Action Plan at least once in a year.

10. Responsibilities of the Implementation Agency

For the purpose of CSR Activities of the Company, Wipro Cares shall work under the overall supervision of the Company and the Board shall be fully authorised to issue any instruction, guidelines, direction, order, advisor etc. which shall be binding on Wipro Cares.

The Principal Implementation Agency and if the CSR Activities are undertaken through any other Implementation Agency, such Implementation Agency shall ensure the following:

- i) All CSR Activities of the Company comply with this CSR Policy and the Applicable Laws.
- ii) The Principal Implementation Agency or any other Implementation Agency works only with credible institutions, non-governmental organisations (NGOs), government agencies, domain experts and visionaries and other philanthropic foundations to enhance the outreach of the Company's CSR Activities in line with the CSR Policy.
- iii) Undertake the CSR Activities as per the approved Annual Action Plan.
- iv) Update the Board on the progress of CSR Activities and status of implementation of the Annual Action Plan.
- v) Maintain records of all CSR Activities undertaken on behalf of the Company.
- vi) Do all such acts, deeds and things as may be directed by the Board in pursuance of the CSR Policy and for the effective implementation of the Annual Action Plan.

11. Annexure to the CSR Policy

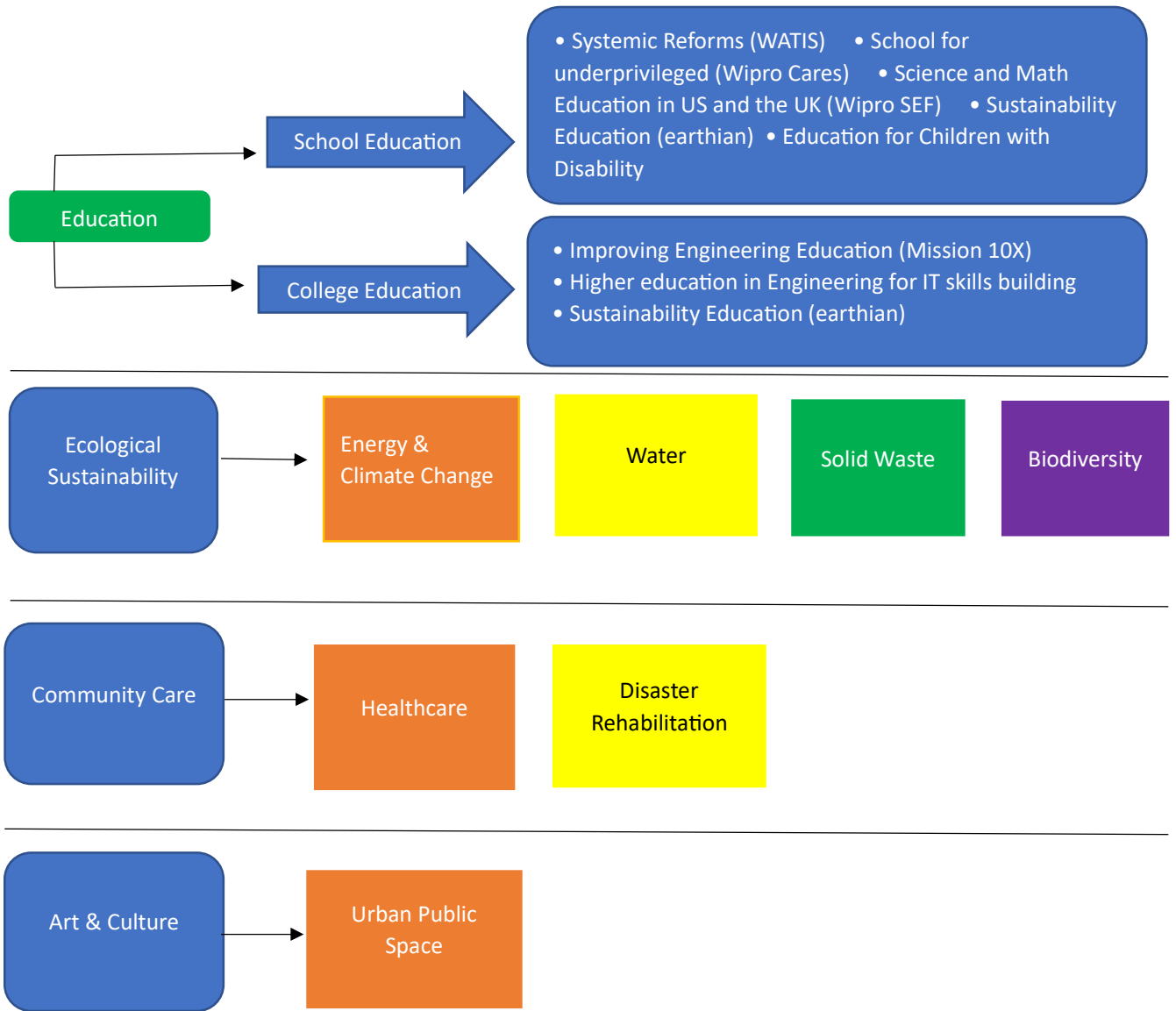


Figure 1: Visual Schematic of our current domains of engagement

Table: Mapping Company's domains of engagement with Schedule VII

Company's domains of engagement	Schedule VII listed domain
School Education	Item (ii): Promoting Education including special education and employment enhancing vocation skills, especially among children, women, elderly and the differently abled and livelihood enhancement projects
Engineering Education	Item (ii): -do-
Sustainability Education	Item (ii): -do-
Higher Education in Engineering for IT skills building	Item (ii): -do-
Education for children with disability	Item (ii): -do-
Ecological sustainability: Energy, Water, Waste, Biodiversity	Item (iv): Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water