



**December 1, 2025**

The Manager – Listing  
BSE Limited  
(BSE: 507685)

The Manager – Listing  
National Stock Exchange of India Limited  
(NSE: WIPRO)

Dear Sir/Madam,

**Sub: Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to the Principles of Fair Disclosure**

In compliance with Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has amended the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code"), inter alia incorporating the recent amendments to SEBI (Prohibition of Insider Trading) Regulations, 2015, which will be effective from December 1, 2025.

A copy of the Code is enclosed.

The above code is also made available at the Company's website viz., <https://www.wipro.com/investors/corporate-governance/policies-and-guidelines/>

This is for your information and records.

Thanking You,

**For Wipro Limited**

**M Sanaula Khan  
Company Secretary**

ENCL: As above

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## WIPRO LIMITED

### WIPRO'S CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI

#### A. OBJECTIVE OF THE CODE

The Code of Practices and Procedures for Fair Disclosure of UPSI ("**Code**") is being adopted in terms of Regulation 8 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**"). The objective of this Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Securities of Wipro Limited ("**Company**") and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations including Fair Disclosure Rules released by U.S Securities and Exchange Commission that prohibit listed companies from selectively disclosing material non public information to certain investors or securities professionals without broad prior public disclosure.

Terms used but not defined under this Code shall have the meanings as ascribed to them under the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company and their Related Persons ("**Insider Code**"), the PIT Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or Companies Act, 2013 and the rules and regulations made thereunder, as the case maybe.

#### B. CHIEF INVESTOR RELATIONS OFFICER

1. Head of Investor Relations Function of the Company shall act as the Chief Investor Relations Officer ("**CIRO**") for the purposes of this Code.
2. CIRO would be responsible for ensuring uniform and universal dissemination of information and disclosure of UPSI at an appropriate time, so as to avoid selective disclosure.
3. The CIRO shall strictly observe the timelines stipulated in terms of the SEBI regulatory framework with respect to prior intimations / notices / notifications and disclosures to ensure prompt disclosure of UPSI.

#### C. PROMPT PUBLIC DISCLOSURE OF UPSI

1. Prompt public disclosure of UPSI shall be done no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall also follow the timelines stipulated under the LODR Regulations with respect to dissemination of certain information regarding the Company.

**D. UNIFORM AND UNIVERSAL DISSEMINATION OF UPSI**

1. The UPSI shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and by posting the same on official website of the Company i.e. [www.wipro.com](http://www.wipro.com).
2. The Company shall use its best endeavors to avoid selective disclosure of price sensitive information. However, if any information gets disclosed selectively or inadvertently or otherwise, it should be brought to the notice of the CISO and such information shall be made generally available through dissemination of the same to Stock Exchanges and/ or by posting the same on the official website of the Company as soon as practicable.
3. The information released by the Company to the Stock Exchanges may also be released to the press for wider circulation.

**E. RESPONSE TO REGULATORY AUTHORITIES / MARKET RUMOURS**

The Company shall respond appropriately and fairly to queries on news reports and requests for verification of market rumours by regulatory authorities.

**F. INTERACTIONS WITH ANALYSTS, INVESTORS AND RESEARCH PERSONNEL**

The Company shall ensure that the following guidelines are followed while dealing with analysts and institutional investors:

1. While interacting with the analysts, investors and other members of the investing community, the Company shall ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors, to the disadvantage of other stakeholders.
2. The Company shall have appropriate systems in place, and follow industry best practices so as to record the transcripts of conference call(s) and meetings held between the management of the Company and the analysts and other investor relations conferences and disclose it to the stock exchanges and host it on the website of the Company, as required under law.
3. The Company shall carefully deal with analysts' questions that raise material issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement shall be made before responding.

**G. HANDLING OF UPSI ON A NEED-TO-KNOW BASIS**

1. UPSI shall be made available to relevant persons / entities strictly on a need-to-know basis, and in line with any other applicable codes, policies and procedures of the Company, including, specifically, this Code and the Insider Code.
2. No UPSI shall be communicated by Employees, directors and Insiders of the Company to any person except in furtherance of his / her legitimate purposes, performance of duties or discharge of his / her legal obligations or as otherwise permitted under law.

3. No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or its Securities, except in furtherance of legitimate purposes, performances of his / her duties or discharge of his / her legal obligations.
4. The Company will, on an on-going basis, sensitise and educate its Employees, Designated Persons, management on dealing with information, including UPSI, strictly on a need-to-know basis.
5. For sharing of UPSI within the Company or with external parties for genuine business purpose, appropriate wall-crossing procedure as stipulated in the Insider Code Code shall be followed. Further, all compliances in terms of the PIT Regulations will be duly observed.

#### **H. POLICY ON DETERMINATION OF “LEGITIMATE PURPOSES”**

The PIT Regulations recognise that UPSI may be required to be shared or communicated for certain genuine purposes, i.e., legitimate purposes, performance of duties or discharge of legal obligations.

“Legitimate purpose” shall ordinarily include sharing of any UPSI relating to the Company with any person including other Insiders in the ordinary course of business or for genuine business situations, to perform their duties and discharge their legal obligations. For the purpose of illustration, the term “legitimate purpose” shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.

The scope of ‘legitimate purpose’ under the PIT Regulations is an inclusive one, and accordingly, its determination would be a subjective assessment basis the facts and circumstance of each case. As such, it is not possible or feasible to set out a list of events that will constitute ‘legitimate purpose’ at all times, for the purposes of sharing UPSI. Thus, having regard to the fiduciary obligations cast on the Board, and with a view to ensuring that any sharing of UPSI takes place in a responsible manner, in line with the spirit of the PIT Regulations, the Board has set out the below principles to provide guidance on the approach to be followed while considering if UPSI is to be shared in a given set of circumstances.

#### **1. Assessment of the purpose for which UPSI is proposed to be shared**

- (i) For this purpose, it will be critical to assess the circumstances requiring the sharing of UPSI, and whether the sharing of UPSI satisfies the below requirements:
  - a) Sharing of UPSI is in the best interest of the Company and is without any intention of making a profit/ avoiding a loss/ misusing the information in an illegal manner; and
  - b) Sharing of UPSI is in furtherance of a genuine corporate/ business purpose, or, for enabling the Company to discharge it legal obligations, including compliance with law, regulatory directions, judicial orders, etc.

- (ii) Provided that any such sharing of UPSI should not be carried out to evade or circumvent the prohibition provided under the PIT Regulations.
- (iii) Further, while deciding if sharing of UPSI is in furtherance of legitimate purpose, due regard shall be given to the matters affecting the Company at the relevant time, and the information that is generally available about the Company at the relevant time.
- (iv) In case UPSI is proposed to be shared for several purposes, each such purpose should be evaluated on its merits, in line with the above principles.

## **2. Analysing the nature of the UPSI proposed to be shared in the context of a legitimate purpose**

The nature and extent of UPSI proposed to be shared, and whether the same is commensurate with the objective sought to be achieved, should also be subject to critical review. It is emphasized that UPSI should, at all times, be shared on a need-to-know basis, and only to the extent required.

## **3. Identifying of the persons with whom UPSI is proposed to be shared**

In line with regulatory obligation, the Company should obtain the necessary details in respect of the persons (legal or natural) with whom UPSI is proposed to be shared, including, name, address, email, Permanent Account Number (“PAN”), or any other identifier authorised by law, where PAN is not available; and such other documents as may be deemed fit. These details shall be maintained digitally by the Company in a database that has time stamps and appropriate controls for maintaining audit trails.

## **4. Issue of Notice to the recipient of UPSI**

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “Insider” and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance under the PIT Regulations and other critical aspects including but not limited to the following:

- (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
- (ii) the recipient must maintain confidentiality of the UPSI at all times;
- (iii) the recipient may use the UPSI only for the approved purposes for which it was disclosed;
- (iv) the recipient must extend all cooperation to the Company in this regard, including for the purpose of maintenance of the structured digital database.

## **5. Illustrative list of instances considered as legitimate purpose**

Given below is an indicative list of instances that will qualify as a “Legitimate purpose”:

- (i) Sharing of information for the preparation and declaration of financial results or financial statements;

- (ii) Sharing of information for assessing strategic alliances and opportunities such as mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (iii) Sharing of information with statutory, governmental, regulatory, or administrative authorities or bodies including those recognized by law for the purpose of investigation, inquiry, or in response to any other request for information; Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, SEBI, stock exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.;
- (iv) Sharing of information under any proceedings or pursuant to any order of courts or tribunals; Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.
- (v) Sharing of information as part of compliance with applicable laws, regulations, rules and requirements Example: company law, securities law, income tax law, banking law, etc.
- (vi) where information is required to be shared for *bona fide* business/ commercial/ operational/ management/ strategic advisory purposes pertaining to the Company, such as, when information is required to be shared with the promoters of the Company to leverage on their experience and expertise for strategic advice in improving the Company's business, in order to create and maximise value for the shareholders of the Company.

It is clarified that information may be shared by the Company, from time to time, in the ordinary course of its business activities with persons/ entities including its advisers and service providers, viz., auditors, merchant bankers and legal advisers/consultants of the Company, etc. in line with the aforementioned principles.

## **I. CODE REVIEW AND AMENDMENTS**

The Board reserves the power to review and amend this Code. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

This Code shall be published on official website of the Company. Further, this Code and every subsequent amendment made to the same shall be promptly intimated to the Stock Exchanges.