Wipro’s

Policy on Intellectual Property Rights

**Document Control**

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| Function | General Counsel |
| Sub-Function | Intellectual Property |
| Policy Owner | Hema Seetharamaiah, Practice Head, Intellectual Property |
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**Objectives**

* To define, identify, protect, and safeguard Wipro owned, Wipro Customer owned, jointly owned and third-party Intellectual Property.
* To identify and support innovations by Wipro employees, and to defend and protect the interests of Wipro’s intellectual property against any unauthorized use.
* To minimize the risk of inadvertent infringement of intellectual property rights by Wipro or any of its employees, consultants, contractors, retainers, and anyone working for or on behalf of Wipro during their course of business or delivering service.

**Audience**

All employees of Wipro Limited, its affiliates, and subsidiaries.

**Scope & Applicability**

The scope of this policy covers all Intellectual Properties accessed or created at Wipro Limited, and is applicable to all Wipro employees, consultants, contractors, retainers, and anyone working for or on behalf of Wipro.

**Definitions**

Important Terms and Definitions in this Policy –

**Intellectual Property (IP):** Intellectual Property refers to the creations of the mind, which includes inventions, know-how, literary and artistic works, symbols, logos, names, images, and designs. It is a collective term for intangible property resulting from intellectual effort that has ownership rights attached. Broadly, it encapsulates the legal rights which result from intellectual activity in the industrial, scientific, literary, and artistic fields.

**Intellectual Property Rights (IPR):** Intellectual Property Rights are statutory rights that, once granted, allow the owner(s) of the intellectual property to exclude others from owning and exploiting the same commercially for a given period of time. It allows the owner(s) to have the benefits from their work when these are exploited commercially.

For the purpose of this policy, the different types of intellectual property created and protected at Wipro are defined as:

**Patents:**A patent is an Intellectual Property Right granted for inventions in a technical field. Patents are granted for both ‘products’ and ‘processes’, it also protects a product, the use of the product, or a method from any IP infringement/unauthorized use. Patent is an exclusive right to a new invention. It is granted by patent offices to give the applicant the right, for a limited period of time, to prevent others from (re)producing, offering, using or selling the invention without the patent owner’s permission.

An invention must meet several criteria for it to be eligible for patent protection. These include, most significantly, that the invention must consist of patentable subject matter, the invention must be industrially applicable (useful), it must be new (novel), it must exhibit a sufficient “inventive step” (be non-obvious), and the disclosure of the invention in the patent application must meet certain standards.

**Copyrights:** Copyright protects literary, dramatic, musical, artistic works, cinematograph films, and sound recordings from being copied without providing the due recognition to the creator. Copyright can also protect source codes as well as algorithms. Copyrights protect the expression of an idea where the expression should be in some tangible form and attached to a medium. The work, which is expressed in any tangible medium, shall be such as it can be perceived, reproduced, or communicated later on, either as such or with help of any medium.

**Trademarks and Service marks:** A trademark protects visual symbols, which may be a word, signature, name, device, label, numerals, or combination of colors used by one person (natural or legal entities) on goods or services or other articles of commerce to distinguish it from other similar goods or services originating from a different person (natural or legal entities). For e.g.: Wipro Logo.

**Industrial designs:** Industrial designs protect the visual designs of objects, which are generally not popular utilitarians. It safeguards the appearance, shape, pattern, style, and design of the industrial object such as layouts, appliances, spare parts, textiles, and furniture.

**Trade Secrets:**Any confidential business information which provides a company a competitive edge may be considered a trade secret. Trade secrets encompass industrial know-hows, concepts, manufacturing or industrial secrets, and commercial secrets. The unauthorized use of such information by persons other than the holder is regarded as an unfair practice and a violation of the IPR policy. A trade secret has to meet the following criteria: The information must be secret (i.e. it is not generally known among or readily accessible to or made selectively accessible to the circles that normally deal with the kind of information in question).  It must have commercial value because it is a secret.  It must have been subject to reasonable steps by the rightful holder of the information to keep it secret (e.g., through confidentiality agreements).

**Semiconductor Integrated Circuits Layout-Designs:** Semiconductor IC layout designs includes a layout of transistors and other circuitry elements and includes lead wires connecting such elements and expressed in any manner in a semiconductor IC. Semiconductor IC is a product having transistors and other circuitry elements, which are inseparably formed on a semiconductor material or an insulating material or inside the semiconductor material and designed to perform an electronic circuitry function.

**Policy**

The nature of Intellectual Property that is seen in Wipro can be classified into four basic models.

### ****IPR.1 IP MODEL-1****

#### **IPR.1.1 Wipro Intellectual Property**

**IPR.1.1.1**Wipro owns all the Intellectual Property created by its employees, retainers, agents and consultants during their employment with Wipro.

**IPR.1.1.2**It also owns all the Intellectual Property developed under “works made for hire” (made by third parties for Wipro) doctrine applicable in all geographies. However, where such IP is developed specifically for a customer and the deliverables are considered “works made for hire” for the Customer, the ownership of the same shall be as per the agreement with the Customer documented in the relevant contract.

### ****IPR.2 IP MODEL-2****

#### **IPR.2.1 Customer Intellectual Property**

**IPR.2.1.1**Customer Intellectual Property encompasses all deliverables created by Wipro on behalf of the Customer.

**IPR.2.1.2**All inputs and deliverables owned by the Customer and provided to Wipro for use under the applicable agreement.

**IPR.2.1.3**Customer specific deliverable which is developed in partnership with the customer or any other third party ultimately meant for delivery and ownership to the Customer.

### ****IPR.3 IP MODEL-3****

#### **IPR.3.1 Joint Intellectual Property**

**IPR.3.1.1**Joint Intellectual Property refers to a work produced by the collaboration of Wipro Limited and one or more third parties, for example academic institutions, research organizations.

**IPR.3.1.2**Wipro and the third party enters a detailed written agreement to create Joint Intellectual Property.

**IPR.3.1.3**Any Joint IP initiative requires prior approval at Wipro. Please contact the IP Legal Team at ipr.council@wipro.com for all approvals on Joint IP initiative.

**IPR.3.1.4**Any such initiative shall be done in the form of a collaborative agreement between Wipro and the other party / parties.

### ****IPR.4 IP MODEL-4****

#### **IPR.4.1 Third Party Intellectual Property**

**IPR.4.1.1**Third Party Intellectual Property refers to all Intellectual Property not owned by Wipro.

**IPR.4.1.2**Third Party Intellectual Property includes all “products” and “software”, including but not limited to software media and licensing components (Paper licenses or electronic keys).

**IPR.4.1.3**All documentation received and published on the internet and associated with any products and software Wipro uses.

**IPR.4.1.4**All free software, shareware, trial ware, and open source software including software meant for evaluation means trial software or software for demo purposes.

### ****IPR.5 Intellectual Property (IP) Policy Overview Matrix****

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| --- | --- | --- | --- | --- |
| **Intellectual Property Model** | **Ownership  of IP** | **Brief Protection  Requirements** | **Role and Responsibility for Protection of IP.** | **Indicative Examples** |
| **IP MODEL-1  Wipro IP** | Exclusively to Wipro | Information Classification as “Confidential”. Safe storage of data physically and logically. Non-Disclosure Agreement with Employees/Third Party. | **Role**  Delivery /Operations Head in Global Business Lines as per Strategic Market Units. Functional Head in Support functions.   **Responsibilities:**  Understanding contract requirements for IP protection. Articulation of IP protection requirements to team members. Implementation of controls required for safeguarding IP information through processes and technology controls. Providing assurance to customers on protection of IP. | Knowledge Management Portal documents (E.g.: Whitepapers, case studies) Wipro’s design framework documents. Internal Project management documents. Wipro’s risk documents. Confidential financial information. Strategic marketing strategies, source code, process documents. |
| **IP MODEL-2 Customer IP** | Exclusively to Customer | Information Classification as "Confidential". Safe storage of data physically and logically. Contractual Agreement.(E.g.: MSA and/or SOW with licensing agreement, if applicable thereto). Non-Disclosure Agreement between Wipro and Customer. |  | Customer design specifications. Patented work granted access by Customer. Customer’s intranet portal information specific to project engagement. Customer’s internal reports. Customer related source code, process documents, customer specific hardware supplied to Wipro. |
| **IP MODEL-3 Joint IP** | Jointly owned by Wipro and Customer/ client/ academic or research institutions. | Information Classification as “Confidential”. Safe storage of data physically and logically. Contractual Agreement (E.g.: Alliance agreement, NDA, Consortium Agreement and a Side Letter (or any other similar agreement) thereto, Joint Development/ Collaboration agreement. | Roles:  Delivery/Operations Head in Global Business Lines as per Strategic Market Units. Functional Head in Support functions.  Responsibilities:  Identifying and bifurcating IP and related rights and its management with respect to each of the parties.  Check for contractual agreement in place before proceeding with collaboration.  Wipro employees to keep proper documentation of participation and inputs by team members involved in IP development and process, in safe storage, with confidentiality. | Joint venture partnership project/process documents and related source code. |
| **IP MODEL-4 Third Party IP** | Owned by Third Party | Information Classification as "Confidential". Safe storage of data physically and logically. Contractual agreement (E.g.: License agreement, Evaluation Agreement). |  | Operating system software and source code from Vendors. Exclusive licensed frameworks for reuse in software application development, maintenance, production support, managed services or remote infrastructure management. |

### ****IPR.6 Policy Details****

**IPR.6.1**Intellectual Property usage shall be analyzed and reviewed for protection on an annual basis in the critical areas such as:

* 1. Sales/Pre-Sales/Marketing Collaterals Development and Communication
  2. Customer Asset Creation (Customer Engagements)
  3. Wipro Asset Creation (Internal Wipro requirements)
  4. Learning and Training (Internal or External)
  5. Research and Development
  6. Usage of Software, including open-source
  7. Employee Entry/Exit to the organization

### ****IPR.7 Wipro Intellectual Property****

**IPR.7.1**Wipro, as an organization, encourages innovation. All types of Intellectual Property created at Wipro are its property, and its proper protection and use is a policy matter.

**IPR.7.2**Any IP creation by its employees has to be identified, assessed, and protected adequately at Wipro basis its impact on Wipro’s business.

**IPR.7.3**All employees creating any IPR should immediately bring their ideas to the attention of their Supervisor and an assessment review shall be conducted by the IP Legal Team.

**IPR.7.4**Wipro values and considers all its intellectual property as its assets, and thus, all ideas generated by its employees are assessed in the following steps:

* 1. Identification
  2. Assessment
  3. Business Approval
  4. Registration

**1.** **Ideas for Patenting**

**Identification:**Ideas for patenting have to be submitted on the IP Portal. Idea owners can connect with IP – Patent Management team at [ipr.wipro@wipro.com.](mailto:ipr.wipro@wipro.com)

**Assessment:**Ideas are assessed jointly with the employee/involved business/technology group(s) and designated IP-Patent/IP legal team members on a case-to-case basis keeping in mind Wipro’s interests (E.g.: business impact, commercialization, potential, and other strategic aspects).

**Business Approval:**Business Justification and Patenting cost approval from Delivery/Operation Head to be included in the Invention Disclosure Form (IDF).

**Registration:**Any registration of intellectual properties shall be done through authorized representatives at Wipro. For processing ideas for patenting, the authorized representative is a member of CTO-Patent Management Team ([ipr.wipro@wipro.com](mailto:ipr.wipro@wipro.com)). For patent application preparation, filing, and all other intellectual property issues, including legal procedures, the authorized representative is from the IP Legal Team ([ipr.council@wipro.com](mailto:ipr.council@wipro.com)).

**2. Ideas for asset (Product, platform, framework, accelerator, etc.) creation**

**Identification:**Any IP asset or software assets created within Wipro (products, platforms, accelerators, etc.), frameworks, etc., must be submitted on IP gateway available on The Dot > App Store. If these IP assets are linked to an innovative idea, and can be protected with patents, then they can be submitted for patenting on the [IP Portal](https://ipr.wipro.com/).

**Assessment:**For IP assets submitted under this section, assessment is carried out based on the stages defined on the IP gateway. The assessment checks for IP legal risks, commercial viability, security risks, and adherence to quality standards, and provides mitigating actions for these identified risks.

**Registration:** The asset would be certified as IP-cleared after the necessary clearances are obtained at each stage. Only the IP assets cleared in the IP clearance process can be commercialized.

**IPR.7.5**Hard/soft copies of Wipro Intellectual Property material shall be maintained separately from any other materials and stored in secured fireproof cabinets or secure location.

**IPR.7.6**Documents related to Wipro Intellectual Property shall be marked as 'Wipro IP: Confidential' and confidentiality shall be ensured by the person responsible for Intellectual Property Protection as indicated in the IP Policy Overview matrix.

**IPR.7.7**Physical and logical access to Wipro IP material shall be granted only on a "need to know" and "need to access" basis.

**IPR.7.8**Delivery/Operations Head and Functional Head shall be responsible for ensuring Intellectual Property Protection for Global Business Lines/Strategic Business Units and support functions respectively.

### ****IPR.8 Customer Intellectual property****

**IPR.8.1**Wipro, as an organization, values and thrives on protecting its customers’ intellectual property and confidentiality.

**IPR.8.1.1** To ensure the comprehensive protection of our customers’ IP, Wipro follows these best practices:

**Non-Disclosure Agreement**: An NDA has to be signed with all prospective clients at the initial stages of talks so as to maintain full confidentiality of the information being exchanged. As a part of its People Practices-related policies, Wipro also assures that its employees are legally bound to protect customers IP.

**IPR.8.1.2**All applicable legal agreements with Wipro’s customers shall contain adequate customer and Wipro IP protection clauses. All signed contracts at Wipro shall contain the IP protection clauses as specified and agreed upon by the customer and Wipro.

**IPR.8.1.3**The concerned Delivery/Operations Head and Functional Head shall be aware of the contractual requirements related to intellectual property protection and ensure implementation of IP requirements for Global Business Lines/Strategic Business Units and support functions respectively. Delivery/Operation Heads having authorized PoAs shall be responsible for providing necessary approvals and executing legal agreements with customers on behalf of Wipro.

**IPR.8.1.4**Customer IP requirements (security and privacy-related) identified from the MSA and contractual documents shall be adhered to during the implementation/transition phase and going forward into the operations phase as well.

**IPR.8.1.5**Access to Customer’s Intellectual Property shall be granted to the specific team members working on the project and system administration staff as per requirements.

**IPR.8.1.6**Information or Data Owners at Wipro shall ensure that the IP of the client (code, documents, etc.) is secure and not susceptible to electronic theft. The Information Security Risk Management and Compliance team shall ensure regular monitoring and detection of any such attempts. IMG, IS and Global Business Lines/Strategic Business Unit teams shall ensure protection of Wipro/Customer IP content by implementing necessary data security controls in line with the Information Classification Policy.

**IPR.8.1.7**Code Security: Source code shall be protected through Wipro’s version control systems, access to which is only through a secure HTTPS link and individual passwords. The version control system shall be configured to grant access to only relevant areas of the source tree, even for personnel in the same project/team. Global Business Lines/Strategic Business Units shall follow the baseline application security standard or guidelines as applicable to their project environment.

**IPR.8.1.8**The backup policies should ensure that the customer’s IPR is recoverable in the face of man-made/natural disasters. At the behest of the client, we should also erase the code from our systems once our engagement is over. It should be ensured that the client is handed over all the relevant documentation in a suitable medium and in a pre-decided and documented format.

**IPR.8.1.9**Thecustomer's intellectual property rights shall be adequately protected both physically and logically with dedicated work environment and applicable IT infrastructure security controls separating the customer and Wipro Network.

### ****IPR.9 Joint Intellectual Property****

**IPR.9.1**Wipro, as an organization, values and considers all its intellectual property as its assets, as well as values and is mindful in protecting third party intellectual property.

**IPR.9.1.1**To ensure the comprehensive protection of Wipro IP and our client IP, Wipro follows these best practices and makes the necessary efforts to ensure compliance by:

**Non-Disclosure Agreement:** An NDA has to be signed with all prospective clients at the initial stages of talks so as to maintain full confidentiality of the information being exchanged. As part of its People-Practices related policies, Wipro also assures that its employees are legally bound to protect customers IP.

**Joint IP/ Collaborative Agreement:**Whenever a possibility of developing integrated solutions or working on collaborative research and development with potential business is identified between Wipro and the client, the Delivery or Operations Head.

**IPR.9.1.2**The Head of Global Business Lines or Support Functions should get a joint IP agreement executed between the two parties. It is also imperative to identify involvement of any third party or vendor.

**IPR.9.1.3**For patent application preparation, filing, and other Intellectual Property-related issues, and for collaborative work or integrated solution development, please contact the IP Legal Team at [ipr.council@wipro.com](mailto:ipr.council@wipro.com).

**IPR.9.1.4**Wipro should seek to use its rights, title, and interest in the patents underlying the Joint IP without the requirement or reasonable requirement of taking prior consent from co-owners or collaborators, in order to commercialize, license, assign, or transfer its rights to other customers or clients.

It is important to identify territory and market exploitation as well as funding or maintenance of IP by respective parties.

### ****IPR.10 Third party Intellectual Property****

**IPR.10.1**Wipro, as an organization, values and thrives on protecting its customers intellectual property and confidentiality.

**IPR.10.2**Procurement and use of any third-party intellectual property shall be as per the Acceptable Software Usage Policy and Software Procurement Guidelines.

**IPR.10.3**Any download or use of any open-source software shall be as per the Wipro Open-Source Software Standard Policy.

**IPR.10.4**Any unauthorized disclosure and use of Wipro IP, Customer IP, and Third-Party IP is a serious violation of Wipro’s IP policy and has to be reported immediately to the IP Legal Team [ipr.council@wipro.com]. This could necessitate an investigation and appropriate disciplinary action, up to and including termination from service. Any official disclosure to be made by any employee of Wipro's IPR shall require complete adherence to all the applicable policies and clearance from the specific global business lines’ head and the IP Legal Team.

## Review

This policy will be reviewed from time to time for effectiveness, and any change, including termination of the policy, will happen at the sole discretion of Wipro.

## ****POC for queries****

Hema Seetharamaiah, Practice Head, Intellectual Property

**Revision History**

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| **Amendment Date** | Policy Version | **Approved By** | **Nature of Changes** |
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