

Your Company's vision is to be a Six Sigma company in Critical Business Processes and Services by using TQSS, DCAM and other suitable methodologies.

Your Company also has ISO Certification in the respective IBUs

- ISO 9001:2000 for manufacturing (since 1993)
- ISO 9002 for countrywide after sales support (since 1995)
- ISO 9002 for Sales & Marketing covering all offices (since 1998)

Company achieved Level 1 certification of MAIT (Manufacturers Association for Information Technology) Business Excellence Award in July 2001. This is based on the EFQM (European Foundation for quality Management) model for business excellence.

13. CORPORATE GOVERNANCE

Professionalism and Transparency is the way of life of your Board and their governance is with prudent, corporate business ethics and values. Some of the key features of the corporate governance policy of your Board are:

- ̄ The members of the Board will be from Professionals in their respective field.
- ̄ Independent and Professional Directors to form majority of the Board
- ̄ CEO and COO should have a clear demarcation in their areas of deliverables
- ̄ Operational committees of Board like Audit Committee, Compensation Committee and Admin and Investors relations Committee are in function since inception of the Company
- ̄ Stated policy is in vogue for prevention of insiders trading
- ̄ Your Board has followed since inception, the practice of corporate governance as per SEBI guidelines, even though it is an unlisted Company and the compliance with the said provisions is not mandatory.

A detailed report on corporate governance is attached as part of this report.

14. EMPLOYEE STOCK OPTIONS

The Company has implemented stock options schemes for its employees since 2000-01. It is broadly under two schemes.

- PeriSOP - consisting of stock options to employees in lieu of the earlier options these employees held in Wipro Limited before the formation of Wipro ePeripherals Limited and
- WePSOP 2000 and 2002 - consisting of stock options for all employees of the company after its formation.

A detailed statement is annexed as part of this report on status of stock options issued under the above schemes.

15. ACKNOWLEDGEMENTS

The Directors acknowledge the continued support extended by the customers, dealers, suppliers and business associates and the co-operation by the banks, shareholders and employees of the Company.

For and on behalf of the Board

Bangalore
23rd April 2003

ArunK Thiagarajan
Chairman