

LTIM/SE/STAT/2025-26/57

September 2, 2025

National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E),
MUMBAI - 400 051

The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

NSE Symbol: LTIM**BSE Scrip Code:** 540005

Dear Sir(s)/Madam,

Subject: Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Pursuant to 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Insider Trading) Regulations, 2015, the Company has amended the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure"), *inter-alia* incorporating the recent amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

A copy of the Code of Fair Disclosure is enclosed and the same is also being uploaded on the website of the Company at <https://www.ltimindtree.com/investors/>

Kindly take the above intimation on your records.

Thanking you,

Yours faithfully,
For LTIMindtree Limited

Angna Arora
Company Secretary & Compliance Officer

Encl.: As above

LTIMindtree Limited

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**CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION**

RECORD OF REVIEW:

Version No.	Created / Modified by	Reviewed and authorized by	Approval/ Modification date	Effective Date
1.0	Corporate Secretarial	Board of Directors	July 20, 2016	July 21, 2016
1.1	Corporate Secretarial	Board of Directors	March 29, 2019	April 1, 2019
1.2	Corporate Secretarial	CEO and CFO	September 01, 2025	September 01, 2025

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

I. PREAMBLE

Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, duly amended, ('SEBI PIT Regulations') requires the Board of every company whose securities are listed on a stock exchange to formulate and publish on its website, a Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information (the "Fair Disclosure Code").

In pursuance of the above, the Board of Directors of LTIMindtree Limited, have formulated the Code in order to ensure timely and adequate public disclosure of unpublished price sensitive information. This Code forms part of the LTIM's Securities Dealing Code ("SDC") and all the terms used herein shall have the same meaning as assigned to it under SEBI PIT Regulations and LTIM's SDC.

II. OBJECTIVE OF THE CODE OF FAIR DISCLOSURES

The objective of this Fair Disclosure Code is to put in place a framework and policy for fair disclosure of events and occurrences, i.e. Unpublished Price Sensitive Information ('UPSI') that could impact price discovery in the market for LTIMindtree securities, on generally becoming public and to maintain uniformity and transparency in our disclosures.

III. UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

"Unpublished Price Sensitive Information (UPSI)" shall have the meaning assigned to it under SEBI PIT Regulations and LTIM's SDC, as may be amended from time to time.

IV. LEGITIMATE PURPOSE

Sharing of Information for Legitimate Purpose Shall Include:

- i. In the ordinary course of business with employees, partners, collaborators, lenders, customers including potential customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants
- ii. On need to know basis;
- iii. As part of the performance of duties/legal obligations/ audit.
- iv. For execution of specific projects
- v. In accordance with the Company's Media & External Engagement Policy

- vi. For any genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer (CIRO) or Compliance Officer

Provided that sharing of such UPSI has not be carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

Any person receiving information pursuant to a legitimate purpose shall be considered as an 'Insider' and should be given due notice to maintain confidentiality of the UPSI in compliance with the SEBI PIT Regulations.

V. CHINESE WALL PROCEDURES

The Chinese Walls established by the Company operates as a barrier to the passing of confidential information, including Unpublished Price Sensitive Information (UPSI) and prevent the inadvertent spread and misuse of the confidential information.

As per the Chinese Wall procedures:

- a. Designated Persons shall ensure reporting to the Compliance Officer via entry in the Structured Digital Database (SDD), prior to sharing any UPSI whether within or outside the Organization (including to employees who are not categorized as Designated Persons). Creation of SDD shall mean that the Chinese Wall is established for all recipients marked in the said SDD/UPSI event.
- b. While dealing with or handling UPSI, the Designated Person and/or UPSI Recipient shall take reasonable steps to prevent inadvertent leakage, spread or misuse of UPSI and shall maintain appropriate Chinese wall. Any known or suspected breach of the Chinese Wall must be reported to the Compliance Officer, immediately.
- c. Employees who are not marked as recipients in the UPSI event/ entered into SDD, can be given access to UPSI or brought 'inside' on sensitive transactions, strictly on a need-to-know basis and in furtherance of legitimate purposes. Such Employees post sharing of information will be considered as UPSI Recipients.
- d. A Designated Person and/or UPSI Recipient may cross the Chinese Wall and share the UPSI, strictly on need-to-know basis, in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as permitted under the SEBI Regulations.
- e. Every Designated Person and/or UPSI Recipient, who further disseminates such UPSI information will be responsible to inform the recipient that such information is UPSI and needs to be maintained under strict confidentiality and the liability that would arise on misuse or unwarranted use of such information.

VI. PRACTICES AND PROCEDURES

The Company shall adhere to the following practices to ensure fair universal disclosure of UPSI.

- i. **Prompt Disclosure of UPSI:** The Company will make prompt public disclosure of UPSI no sooner than credible and concrete information comes into being in order to make such information generally available. Such UPSI shall be disseminated through public announcement/ Press Releases to Stock Exchanges on which the shares of the Company are listed and, on its website.
- ii. **Uniform and universal dissemination of UPSI:** The Company will make uniform and universal dissemination of UPSI in order to avoid selective disclosure. In case UPSI gets inadvertently selectively disclosed, the Company shall promptly, make such UPSI generally available, as it deems fit, as per the guidelines laid for dissemination of media/ press releases.
- iii. **Designated Official for compliance with Fair Disclosure Code:** The Chief Financial Officer will act as Chief Investor Relations Officer to overview/ deal with dissemination and disclosure of UPSI as per the Securities Dealing Code of the Company and ensure compliance under the Fair Disclosure Code herein.
- iv. **Fair response to market rumours/ False markets:** The Company will provide appropriate and fair response to queries on news reports and verification of market rumours as per Regulation 30 of SEBI Listing Regulations. The Company shall typically not respond to speculative media articles or enquiries regarding any activities of the Company and shall provide appropriate and fair response to queries from regulatory authorities on news reports or verification of market rumours.
- v. **Dealing with analyst and research personnel:** The Company will ensure that information shared with analysts and research personnel is in public domain and not UPSI. The Company shall release to the Stock Exchanges any information (gist) that will be discussed at an analyst or investor presentation and submit the transcript of the earnings call related to quarterly and annual financial results with analysts/ Investors as per Regulation 30 of SEBI Listing Regulations and host the same on Company's website.
- vi. **Dealing UPSI on need-to-know and legitimate purpose:** The Company will handle all UPSI on a need-to-know basis. Any information in the nature of UPSI shall not be shared by an insider with any person unless, same is for legitimate purpose and sharing of the information has not been carried out to evade or circumvent the prohibitions of these regulations.

VII. OBLIGATIONS OF DESIGNATED PERSON/INSIDER FOR SHARING UPSI

The Designated Person or an insider, who has access to UPSI, besides ensuring compliance under LTIMindtree Securities Dealing Code, shall maintain confidentiality, ensure non-leakage of UPSI, not trade in LTIMindtree Securities and while sharing UPSI, shall ensure following:

- i. Purpose of sharing of UPSI shall fall under legitimate purpose;
- ii. Recipient of UPSI is notified of being an 'Insider' under the SEBI PIT Regulations and LTIMindtree SDC;

- iii. Seek declaration/ confidentiality/ non-disclosure agreement/ notify recipient for maintaining confidentiality of such UPSI and not trade when in possession of such UPSI. Notification shall be made as per *attachment A*;
- iv. Ensure updated Structured digital database is maintained of all designated persons/ insiders with whom UPSI is shared;

VIII. OBLIGATIONS ON FIDUCIARY

Whenever a person is connected with Company as Fiduciary, such person shall:

- i. Maintain Confidentiality of UPSI till the expiry of 48 hours of such UPSI becoming public;
- ii. Share UPSI only for legitimate purpose;
- iii. Not trade/ solicit trading in LTIMindtree securities based on the knowledge/ possession of UPSI till the expiry of 48 hours of such UPSI becoming public;
- iv. Not trade/ solicit trading in LTIMindtree securities during window Closed Period/ Special Closed Period;
- v. Share his details and details of persons with whom UPSI is shared. Details viz. Name, Address, PAN Card or any other identifier where the PAN Card is not available, shall be shared with the Company.

IX. OBLIGATIONS ON COMPLIANCE OFFICER

The Compliance Officer on being informed of UPSI, shall initiate steps to ring fence the UPSI and notify Special Closed Period, if required, as per the LTIMindtree Securities Dealing code of the Company for notifying Special Closed Period.

X. CONTROL MECHANISM FOR MAINTENANCE & PRESERVATION OF UPSI

The Company endeavours to preserve the confidentiality of UPSI and to prevent misuse of such information, it shall ensure:

a. Limited access to UPSI

Both Designated persons and Compliance Officer shall keep both the physical and soft copies of the documents, files, emails containing UPSI in secured manner.

b. Limited sharing of UPSI

While sharing UPSI by Designated persons / Insider, he / she shall ensure that information is shared only for legitimate purpose and on need to know basis.

c. Structured Digital Database

The Company shall maintain updated structured digital database with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The Structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

d. Internal Audit

Internal Audit may be conducted for periodic process review to evaluate effectiveness of internal controls on monitoring and implementation of Regulations, LTIMindtree SDC and Fair disclosure Code and report the same to the Audit Committee.

e. Dealing in case of breach/leakage of UPSI

Any employee aware of instances of any instances of leakage or suspected leakage of UPSI may Whistle blow/ report to the Compliance Officer or SDC Committee at SDC@ltimindtree.com. The SDC Committee will initiate inquiry and take appropriate action as may be required.

f. Review of control by Audit Committee

Audit Committee of the Board of Directors shall review compliance with the provisions of the Regulations, LTIMindtree SDC and Fair disclosure Code and shall verify that the systems for internal control are adequate and are operative effectively.

XI. AMENDMENT OF FAIR DISCLOSURE CODE

- a. Unless required under an enactment to be approved by the Board of Directors, all statutory amendments in the Companies Act 2013 or in the Regulations, shall be effective and binding even if such amendments are not incorporated in the Code. For administrative convenience, any change in the Code herein shall be made by the Compliance Officer in consultation with 'Chief Executive Officer & Managing Director' and 'Chief Financial Officer'.
- b. All amendments/modifications to the SEBI PIT Regulations or any other applicable circular(s)/notification(s) on the subject matter of the policy, shall mutatis mutandis be deemed to have been incorporated in this Policy.
- c. This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed and published on website.