

LTIM/SE/STAT/2023-24/101

October 18, 2023

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

**NSE Symbol:** LTIM

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

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**Subject: Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

This is to inform you that the Board of Directors has approved certain amendments to the “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”.

Accordingly, in terms of Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the aforementioned code is enclosed for your records.

The same shall also be made available on the Company’s website viz. <https://www.ltimindtree.com/investors/>

Kindly take the above intimation on record.

Thanking you,

Yours faithfully,  
For **LTIMindtree Limited**

**Vinit Teredesai**  
**Chief Financial Officer**

**Encl. As above**

LTIMindtree Limited  
(Formerly Larsen & Toubro Infotech Limited)

Corporate Office: L&T Technology Centre, Tower 1, Gate No. 5, Saki Vihar Road, Powai, Mumbai - 400072, India  
T: + 22 6776 6776 F: + 22 4313 0997

Registered Office: L&T House, Ballard Estate, Mumbai – 400 001, INDIA  
[www.ltimindtree.com](http://www.ltimindtree.com) | Email: [info@ltimindtree.com](mailto:info@ltimindtree.com) | CIN: L72900MH1996PLC104693

LTIMindtree Limited is a subsidiary of Larsen & Toubro Limited

# **LTIMINDTREE LIMITED**

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**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, ('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on a stock exchange to formulate and publish on its website, a Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information (the "Fair Disclosure Code").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 ("LTIMindtree" or "Company") (Formerly Larsen & Toubro Infotech Limited), vide their resolution dated July 20, 2016, effective from July 21, 2016, had formulated the Code in order to ensure timely and adequate public disclosure of unpublished price sensitive information. Further, pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from April 1, 2019, the Fair Disclosure Code herein has been amended by the Board of Directors vide their resolution dated March 29, 2019 and the revised Code shall be effective from April 1, 2019.

### **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. DEFINITIONS**

"Unpublished Price Sensitive Information (UPSI)" means any information, relating directly or indirectly to LTIM or its securities, directly or indirectly, that is not generally available which upon becoming generally available, *is likely to materially affect the price of the equity shares of LTIM and shall ordinarily include, but not restricted to, information relating to the following:*

- 1) financial results;
- 2) dividends;
- 3) change in capital structure;
- 4) mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- 5) changes in key managerial personnel.
- 6) Such other events as may be specified pursuant to the existing & applicable regulations for the time being in force.

- 7) such other information as may be deemed to be constituted as UPSI by the CEO & Managing Director/ Whole Time Director (s) / Chief Financial Officer in consultation with the Compliance officer from time to time.

Legitimate Purpose Shall Include Sharing of Information:

- 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. 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 Investor Relations Officer will act as Designated Official 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 Obligations and Disclosure Requirements) Regulations, 2015.
- 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 Obligations and Disclosure Requirements) Regulations, 2015 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.

## V. 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 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;

## VI. 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.

## **VII. 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.

## **VIII. 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.

### **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.

### **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. 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.

## **IX. 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. 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.

## Attachment A

To, Insider

Sub: Inclusion under LTIM Securities Dealing Code ('LTIMindtree SDC')

Ref: \_\_\_\_\_  
(Should relate to the name of the project for which UPSI is being shared)

This is with reference to the Un-published Price Sensitive Information ('UPSI') communicated/ shared with you in ordinary course of business, the sharing of which falls within purview of legitimate purpose as stipulated under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') as amended from time to time and the circular of the Company dated March 18, 2019, issued in this regards.

In terms of PIT Regulations, you are hereby notified as an Insider and hence you are requested to:

1. Furnish your Name, Address, PAN Card or any other identifier where the PAN Card is not available.
2. Maintain the confidentiality of the UPSI communicated. i.e. not to communicate the UPSI, unless required for legitimate purpose, till the expiry of 48 hours of such UPSI becoming public.
3. Not to trade/ solicit trading in LTIMindtree securities during the window closure period and/ or the period during which window is open, based on the knowledge/ possession of UPSI, till the expiry of 48 hours of such UPSI becoming public.
4. Not to trade/ solicit trading in LTIMindtree securities during the special window closure period as may be notified by the Compliance Officer.
5. While in knowledge/ possession of UPSI, comply with LTIMindtree SDC and if you are duty bound to share/ communicate/ disseminate the said UPSI among your colleagues/ partners/ team members, etc. For execution of the Company assignment, you shall ensure that such recipient complies with the requirements stipulated under points 2 to 4 mentioned herein above.

Regards

\_\_\_\_\_  
(Name of Designated Person)  
Encl: LTIMindtree SDC

I hereby agree to comply with LTIMindtree SDC, maintain the confidentiality of UPSI and provide the information as requested for in this letter.

\_\_\_\_\_  
(Signature of Insider)  
Name:  
Address:  
PAN: