

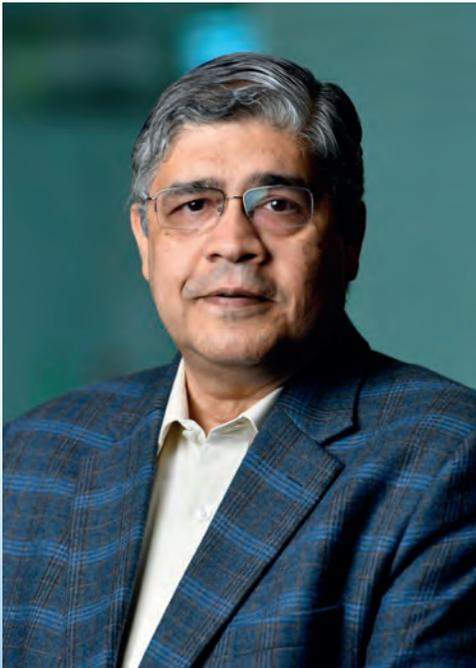
Employee  
**Code of  
Conduct**

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# 01

## CEO Message



### **Debashis Chatterjee**

**CEO & Managing Director,**

LTIMindtree Limited

### **Dear Employees,**

At LTIMindtree, our approach to Corporate Governance is based on a rich legacy of fair and transparent practices. Our law-abiding culture originates from 'L&T' Group's unique heritage which recognizes and adopts intellectual integrity, and trustworthiness in all business dealings, as a core business value.

As we expand our footprints in different geographies and across multiple cultures, it is felt, that a global Code of Conduct be put in place that further strengthens our beliefs and strives to provide guiding principles in various business situations.

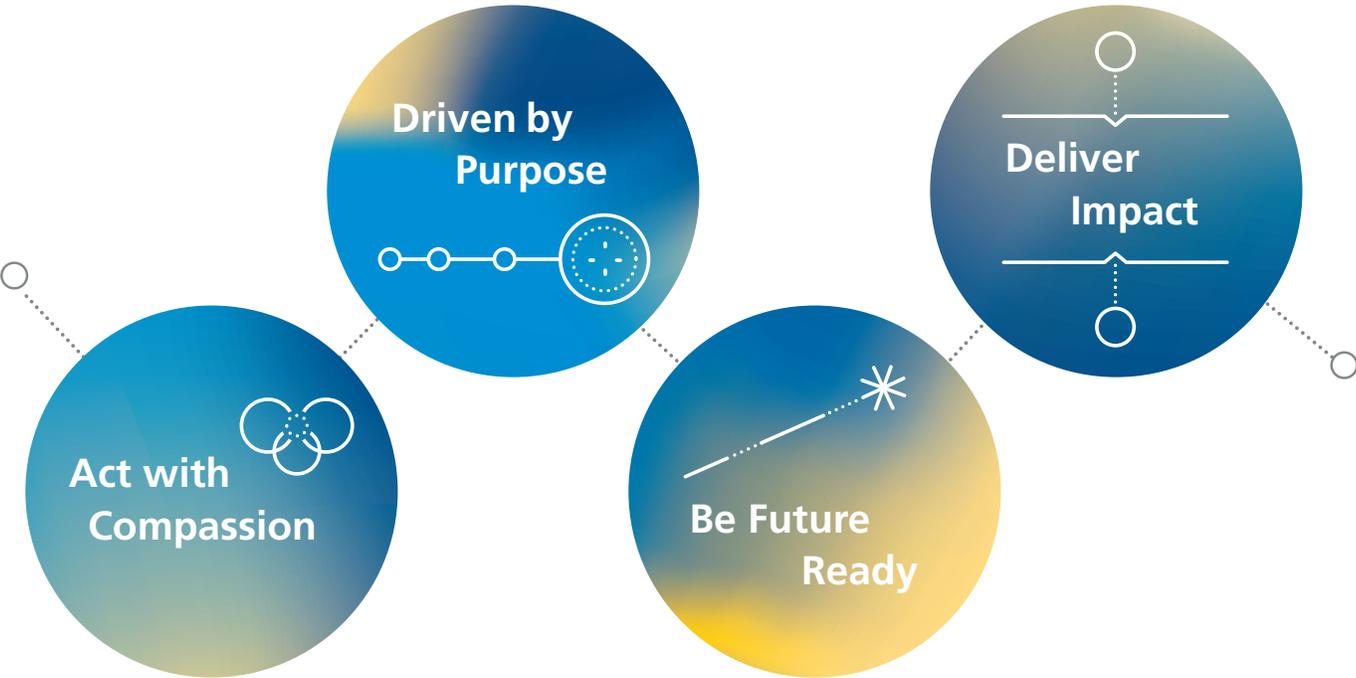
Our 'Code of Conduct' reflects our unflinching commitment to do business the right way, globally. It is also essential in protecting our reputation, besides maintaining and expanding our position as a market leader.

In fact, the Code of Conduct goes far beyond complying with laws and expecting employees to be honest and upright – it is an extension of our values and a foundation of our long-term success. LTIMindtree's Code of Conduct defines the behaviour and principles that we aspire to embody, stand by and encourage in our dealings as an LTIMindtree employee and a key ambassador of LTIMindtree brand. This guide is a crucial aspect of being part of LTIMindtree, and should be strictly adhered to by each one of us.

I look forward to your unwavering commitment to ensure that as an organization, we uphold these values and principles in all our dealings.

# 02

## LTIMindtree Tenets



# 03



## L&T's Corporate Governance Philosophy

Larsen & Toubro Limited (L&T), our promoter, believes that good corporate governance is based on independence, transparency, accountability, responsibility, compliance, ethics, values and trust. It enables an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

We leverage the strengths and heritage of L&T a leading Indian transnational conglomerate in technology, engineering, construction and manufacturing and in convergence of physical as well as digital space. L&T provides us with access to professionals with deep industry domain knowledge in the sectors in which we do business. We have also inherited from L&T, its corporate and business culture and corporate governance practices, which in our view places us in good stead in relation to our business.



**Destiny is not created by the shoes  
we wear but by the steps we take.**

\_\_\_\_\_ Bhagwat Gita



# 04

## Scope and Purpose of the Code

The LTIMindtree Code of Conduct (COC) applies to every employee of LTIMindtree and its subsidiaries and any person representing LTIMindtree or its subsidiaries in conducting its business or serving its clients.

LTIMindtree expects that all those who deal with us are aware of this COC and act in a manner consistent with it.

The COC sets forth our values, responsibilities and commitments. It acts as a guideline for handling situations that require ethical action and integrity.

This COC expects employees to display sound judgement based on ethical principles in situation that may not be explicitly covered in its scope.

The COC is not intended to surpass any laws, rules and regulations and employees are also expected to comply with other applicable policies, directives and local laws in geographies in which LTIMindtree or its subsidiaries operate.

The subsidiaries of LTIMindtree may implement more specific 'Policies' to suit their respective regulatory environment, however such 'Policies' must not dilute or be divergent with the principles of this COC. Any variation, even if more stringent, will require prior approval of CEO & MD of LTIMindtree.

05

**Business  
Practice  
and Ethics**

We  
Value Your  
Engagement

## Equal Opportunity and Anti-Discrimination

LTIMindtree is an equal opportunity employer and treats all employees and candidates equally, without regard to race, caste, religion, sex, colour, age, national and social origin, marital status, pregnancy (including child birth), sexual orientation or any other status protected by applicable law and policy. We make all employment decisions strictly on the basis of employees'/ candidates' merits. LTIMindtree encourages diversity and constantly attempts to make the business culture as well activities more inclusive and all-encompassing. For more details, kindly read Equal Opportunity Policy and Diversity, Equity & Inclusion Policy referred in '**Know Your Policies**' Section.



LTIMindtree applies the principles of Meritocracy in all its decisions



## Safe Place to Work

### Human Rights

LTIMindtree is committed to support and respect human rights in a manner consistent with applicable regulations such as Modern Slavery Act of UK and any other Anti-Slavery and Human Trafficking regulations which may be applicable.

### Forced / Child Labour

LTIMindtree prohibits any form of forced or child labour and also expects every person that works or deals with LTIMindtree, particularly vendors supplying goods and services to LTIMindtree to ensure that they do not use

forced or child labour while supplying such goods and services and comply with LTIMindtree's Supplier Code of Conduct.

Consistent with the International Labour Organization's (ILO) policies, LTIMindtree prohibits forced / involuntary labour i.e. work/service which is extracted from a person under threat or penalty, which may include penal sanctions and loss of rights and privileges.

### Work environment and safety

LTIMindtree is committed to provide its employees with a healthy and safe work environment in compliance with applicable workplace health and safety regulations and expects employees to report any health and safety related concerns.

If employees learn about or are involved with any workplace injury or instances presenting a dangerous situation, they must immediately notify the Human Resource Department or Admin / Facilities Department, so that timely corrective actions can be taken to avoid untoward incident. The appropriate department will act immediately when they learn of such instances.

Employees are required to adhere to LTIMindtree's dress code at work in order to project a professional image in turn creating a pleasant work environment.

For more details, kindly read the Company's Health, Safety & Environment Policy, Dress Code Policy and Guideline on Employee's workplace behaviour, referred in '**Know Your Policies**' Section.

## I Harassment at Work

LTIMindtree provides a work environment that empowers everyone to perform at their best. A safe workplace inspires trust and allows everyone to contribute and succeed.

LTIMindtree is committed to treat all stakeholders with dignity and respect as it firmly believes that discrimination, harassment, and unsafe working conditions diminish what can be achieved together.

LTIMindtree strictly prohibits harassment in any form (unwanted physical or verbal conduct, bullying, mobbing, etc.) that makes an individual uncomfortable. Please refer below the conduct that may be considered as harassment at the workplace:

i. **Unnecessary** touching, patting, pinching, brushing against another person's body, abusive behaviour, threats, assault, patronizing titles, remarks, jokes, repeated suggestions for unwanted social activities, staring, whistling, creation or sharing of offensive pictures/videos on any media, such as email or display units, sexual flirtations or graffiti (including references to an individual's characteristics or private life) or coerced sexual intercourse.

ii. **Bullying** including persistent criticism and personal abuse, which humiliates or demeans an individual, and acts done by a group of individuals that cause emotional harm to an individual and may include spreading rumours, intimidation and deliberate isolation.

Harassment may also be subject to applicable local laws and will be governed by country specific harassment policies. Employees must report all instances of harassment as provided in the "Administering the Code" Section. Please read detailed LTIMindtree policies and procedures on unlawful discrimination and harassment, including sexual harassment, referred in '**Know Your Policies**' Section.

Employees shall note that the incidents of sexual harassment, if proved, could lead to disciplinary action, leading upto but not limited to termination, besides, liable for criminal action.



**Don't  
Turn A  
Blind Eye!**

**SPEAK UP** if you believe that you have been discriminated against, harassed or not given equal opportunities or know of such incidents happening to your colleagues

## Respecting Privacy

LTIMindtree respects the privacy of its employees and also expects them to respect each other's privacy and personal space. Employees should not exchange "Personal data" with anyone, except as necessary to share with the Human Resource Department or with other concerned Departments in compliance with applicable regulations.



LTIMindtree complies with data privacy laws and protects personal data



LTIMindtree strives to comply with data privacy laws such as General Data Protection Regulations (GDPR) in the European Union and other applicable regulations, when it collects and processes personal data of its employees and clients. Data privacy laws also give rights to individuals regarding their personal data.

"Personal Data" means any information relating to natural person ('data subject') who can be identified or is identifiable with name, an identification number, location data, an online identifier or to one or more factors specific to the physical, physiological, genetic, biometric, mental, economic, cultural or social identity of that natural person.

Personal data is processed fairly and lawfully and data subject is provided access to personal data within the organization only on a need-to-know basis. When personal data is shared with LTIMindtree, it informs the data subject about who in LTIMindtree is collecting the data, the intended use, data subject's rights, including access and correction procedure.

For more details, kindly read the LTIMindtree Employee Privacy Policy, referred in '**Know Your Policies**' Section.

You need  
to know

## Conflict of Interest

### What is Conflict of Interest?

When the interests or benefits of one person conflict. When the interests or benefits of one person conflict with the interests or benefits of LTIMindtree, a conflict of interest is said to occur. Conflict of interest can arise when personal relationships or financial interests overlap with job responsibilities. If these circumstances are not navigated appropriately, they may harm the Company's reputation and erode the trust built over the years. In such situations, you are expected to put the best interests of the company first.

### Disclosure of Conflict

Employees must ensure that their personal interests and that of their 'relatives' / friends do not conflict, or appear to conflict, with the interests of LTIMindtree.

Without the consent of the Company, you are prohibited from initiating or accepting any work as an Employee, consultant, adviser or as a member of board of directors of any other company.

While most conflict of interest may be avoided, there may be situations these conflicts may be unavoidable. In such situations, employees are responsible for using good judgment to objectively evaluate their activities that may result in a conflict of interest. It is the employees' primary responsibility to recognise any potential or actual conflicts with LTIMindtree's interest and seek approval where it is unavoidable, from HR Compliance team by reporting at **HRCompliance@ltimindtree.com**

Non-disclosure of conflict, could lead to disciplinary action, leading up to, but not limited to termination.

#### The definition of Relatives/Close Kin is as below –

Relatives/Close Kin means a person connected by blood, marriage or adoption to another person with such a close bond as to suggest conflict in the employment relationship.

### Freedom of Association

LTIMindtree recognises as well as respects the lawful right of employee to join the association. We understand that employees may be interested in joining associations or

involving themselves in civic or public affairs in their personal capacities, provided such association does not create conflict of interest with the company.

### Competing with LTIMindtree

If an employee is engaged in or may want to engage in any activities, outside of work, that generally relate to technology, business advice or other products or services

that LTIMindtree offers to its clients such engagement may be in conflict with LTIMindtree's current or future interests because of its rapidly expanding new lines of business and

## I Competing with LTIMindtree

areas of interest. It is therefore the responsibility of each employee to consult/disclose any such proposed/ existing engagement, as soon as possible to HR at **HRCompliance@ltimindtree.com** to determine whether

the said activity will compete with any of LTIMindtree's actual or potential businesses and shall act in accordance with the procedure laid under section 'Waiver of the COC' at page 29.

## Illustrations that may be treated as conflict of Interest

- Secondary employment (including retainership or professional services or consultants), for any personal gains, with a company that is a client, supplier or competitor of LTIMindtree or any other company having business interest which may or may not conflict with the Company  
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- Holding a position to be able to derive an improper benefit, personally or for any family member or any person in a close personal relationship, whether disclosed or not, by making or influencing decisions relating to any transaction  
-----
- Assisting LTIMindtree's Competitors, who market products and services in competition with LTIMindtree's current or potential product or service offerings  
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- Serving on Boards and Committees, whether for profit or not, or having financial interest in a company, that may or may not be a client, supplier or competitor of LTIMindtree, when employees have a reasonable basis to believe that such interest conflicts with those of LTIMindtree  
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- Obtaining loans or financial assistance, from any company that is a client, supplier or competitor of LTIMindtree. However, this does not prohibit 'arms-length transactions' with banks or other financial institutions  
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- Being in a position to influence the decision to trade with a company where one has personal stake resulting in undue benefit to the said company  
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- Delivering lectures or are visiting faculty at any Management Institutions or college on honorarium  
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- Displaying of the Company's / Client's propriety and confidential information, Brand Name, Logo or any other information during any events outside the Company without prior approval of the Marketing and Communication Team  
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- You in the capacity of an employee or consultant or retainer or any of your immediate family members be a vendor of the Company directly or indirectly

**Arm's length transactions** - Transactions as a result of an agreement made between independent, unrelated and well informed parties.

An arm's length transaction assures that both parties in the deal are acting in their own self-interest and are not subject to any pressure or duress from the other party.

**DISCLOSE** any material interest (for example, shares or other commercial interest) you have in a competitor's or supplier's business

## Ask Yourself

Acting with integrity and adhering to the COC is often a question of good judgment, and asking the below questions often help eliminate doubts about a decision or proposed action

- *Is it honest?*
- *Does it conform to the COC?*
- *Do I really feel comfortable with this decision?*
- *What if it becomes public information?*
- *What if others were to behave like this?*

## Supplying to LTIMindtree

While in the employment of the Company, directly or indirectly, employee shall ensure not to:

- Be a direct or indirect supplier for LTIMindtree
- Represent a supplier of LTIMindtree
- Be a member on the Board or work in the capacity of a Director of LTIMindtree's supplier
- Accept money or benefits of any kind for any advice or services provided to a supplier in connection with its business with LTIMindtree

Employees confronting with such situations are advised to act in accordance with the procedure laid under section 'Waiver of the COC'.

## Insider Trading

Employees and their immediate relatives, as defined in Securities Dealing Code, should not trade in shares or

other securities of LTIMindtree or its clients while the employees are in possession of material, non-public and price sensitive information of the Company or its clients, as the case maybe. They must also refrain from recommending, tipping or suggesting anyone to buy or sell shares or other securities based on the non-public and price sensitive information.

Information is material if it could affect the price of a security, or if a reasonable investor would likely consider it important in deciding whether to buy or sell securities. Questionable trading by employees and family members may give rise to legal and LTIMindtree imposed sanctions. Violation of Insider Trading principles can result in severe fines and criminal penalties, as well as disciplinary action by LTIMindtree, leading up to, but not limited to termination. For better understanding, please read the Securities Dealing Code, referred in '**Know Your Policies**' Section.

## I Examples of Insider Information

- Earnings results, estimates and guidance  
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- Changes in, or confirmations of, previously released earnings  
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- Significant corporate action such as acquisition, merger, joint venture, alliance or agreements  
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- Decision relating to dividend distribution or plans for a stock split  
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- Gain or loss of a significant client or contract  
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- Expected outcome from a pending or potential litigation  
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- Governmental investigations

For any question on this section, please contact the Securities Dealing Cell at [sdcc@ltimindtree.com](mailto:sdcc@ltimindtree.com)

## Professional Engagement & Public Advocacy

Employees are encouraged to associate themselves with activities of professional bodies to enrich their knowledge and capabilities besides helping in building Company's reputation. The Government is an important stakeholder in the business and LTIMindtree may engage with it through multiple business forums and trade organisations. LTIMindtree's senior executives are active members of industry bodies that participate in the development of public policy that addresses issues affecting industry, business, products and customers. However, such engagement should not result in dereliction of duty, abuse of Company resources or damage to LTI's reputation.

## Political Activities

LTIMindtree does not seek to influence the outcome of public elections, nor to undermine or alter any system of Government. LTIMindtree does not support any specific political party or a candidate for the political office. LTIMindtree's funds or assets must not be used as contribution for political campaigns or political practices under any circumstances or in any form (including donations) without the prior written approval of the Board.

Employees are encouraged to participate in their community and the political process, however, they may not create the impression that they are speaking or acting on behalf of LTIMindtree.

LTIMindtree respects the right of every employee to have political and religious beliefs and affiliations that are legal and permitted by law. However, all political and religious issues are personal in nature and cannot be done in office time, on office premises or involve office colleagues.

Work at LTIMindtree may include meetings with government and elected officials. Employees must be aware that such activities are regulated and that they are expected to carry out all such meetings with integrity and honesty.

## Personal Use of LTIMindtree's Time

Employees are not permitted to conduct non-LTIMindtree work or solicit business that creates a conflict of interest or handle personal matters, on LTIMindtree premises or while working on LTIMindtree time, including time given with pay.

## Personal Relationships

LTIMindtree does not encourage personal relationships at the workplace that may have an adverse impact or create conflicting circumstances with LTIMindtree's business. LTIMindtree requires that candidates disclose details of any close kin working in the Company, along with their relationship. Employees identified as close kin should not be involved in the hiring process of a prospective candidate and should not be part of the direct or indirect reporting matrix where the decisions pertaining to employee life cycle can be influenced. For matters related to working with close kin on same project / line of business / account, kindly read Guidelines on conflict of interest (hiring/working with close kin), referred in **'Know Your Policies'** Section.

Personal relationship with a competitor, supplier, client, junior employee, direct report or any other relationship that impairs a person's ability to exercise independent and objective reasoning or that may compromise the LTIMindtree's reputation or may conflict with the Company's interest should be avoided. The Company recognizes that sometimes employees enter into personal relationships in the workplace, and this provision is not intended to prohibit such relationships. However, certain romantic or sexual relationships can interfere with the

smooth operation of its business. Some of these relationships can also result in actual or potential disclosure of confidential or sensitive information and can have other detrimental effects. The Company reserves the right to determine when a relationship presents a problem in the workplace.

## Use of LTIMindtree & Client Brand Names/Logos

Employees are entrusted with the duty of using the LTIMindtree brand logo without any modifications. All the employees shall abide by the Company's guidelines for brand applications/usages including visiting cards. Usage of Client brand names /logos shall be subject to prior permission of the client.

## Restrictive Usage (Weapons & Controlled Substances)

LTIMindtree restricts the use and possession of weapons and controlled substances, including alcohol and illegal / non-prescribed drugs, subject to applicable laws and regulations. However, in some instances, such as LTIMindtree social events or business development activities, reasonable consumption of alcohol is acceptable. Nevertheless, employees must maintain social decorum at such events.

## Public Communication

### Employees shall strictly follow the below guidelines for public communication:

All communication on behalf of LTIMindtree with investment analysts, press and/or members of media shall be made through the authorised spokesperson.

Other than the authorized spokesperson, no employee should provide any information including presentations to the investment community regarding LTIMindtree or its business to any members of the press or media.

Other than the authorized spokesperson, employees who are asked a question regarding LTIMindtree or its business by a member of the press or media should forward the inquiry to the Media Contacts or the Investor Relations Officer, who will work with the employee to evaluate and coordinate the response.

For more details, kindly read the Policy for determination of materiality of event or information and the guidelines thereto, referred in **'Know Your Policies'** Section.

## Social Media

Social media is a part of our everyday lives and plays a very important role in our communication nowadays. We respect our employees' right to use social media (Facebook, Facebook\_Workplace, Twitter, LinkedIn, etc.). However, employees must adhere to the COC and other LTIMindtree policies, while using social media for both personal and professional purposes.

Employees shall not disclose or discuss even in a casual manner any information, particularly financial or

performance related information about the Company with their friends or relatives or any third party. The social media, chat rooms or blogs should not be used at any time to discuss matters relating to Company or policy; this is strictly prohibited. Employees should not post on a social networking site or give to the media (whether on or off record) any casual comments that may be mistaken or imply endorsement of the same by LTIMindtree. Matters that are sensitive in nature like comments about religion, caste, gender, professional community or political affiliations should be avoided.

### Employees must ensure the following while using social media, including Facebook\_Workplace:

Do not make statements that could be perceived by others as speaking on behalf of LTIMindtree.

Do not post content that is disrespectful, harassing or discriminatory in nature.

Do not disclose any information about customers on any public forum.

Protect non-public information that relates to LTIMindtree's business, research and development activities, clients or other business partners; and protect LTIMindtree's intellectual property.

Respect your own privacy as well as the privacy of others.

Avoid using company's resources for personal communications.

For more details, please read Policy on Social Media, referred in '**Know Your Policies**' Section.

## Software Use

TPS (Third Party Software) and OSS (Open Source Software) should only be used under a license and/or as permitted by the terms of use, or applicable laws and regulations. Further, employees intending to use OSS, should first take consent from the IT Team. Making copies or using non-licensed copyrighted material, including but not limited to software, clip art, documentation, graphics, photographs, animation, movie/ video clips, sound and music, is prohibited. If any employee comes across any unauthorised download or usage, they shall report such incidences at **Infosec@ltimindtree.com**. For any guidance or consent related matters, kindly write to **SoftwareComplianceCell@ltimindtree.com**

## Clean Desk and Clear Screen Policy

At the end of each working day when working at the a Client Site or in an LTIMindtree office, employees are expected to put aside all papers, files, stationery etc. so as to keep the work stations clean. Employees must always ensure, when not at the work stations, that their computer screens are locked, to avoid any untoward incidents with respect to confidential information.

For more details, please read Policy on Information Security, referred in '**Know Your Policies**' Section.

# Protecting LTIMindtree's Assets

LTIMindtree employees are the custodians of LTIMindtree assets that include physical assets, confidential information and intellectual property, used in the daily course of business.

**Employees should exercise good judgment when:**

- Using Company provided technology resources, and use them for personal reasons only if it does not interfere with the job responsibilities or harm the work environment

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- Using personal accounts or services, for business correspondence and data

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- Using LTIMindtree's assets and avoid abuse and wastage

## Confidential information

LTIMindtree believes in protecting and respecting the business value of information and ideas, whether they belong to the Company or its stakeholders.

**Confidential information** is any information not generally available to the public that relates to a Company's business, research and development activities, clients or other business partners, customers or employees.

Employee must use 'confidential information' only for the purpose provided. After that purpose has passed, dispose of LTIMindtree confidential information, unless otherwise required by law, contracts or policies. Any unauthorized disclosure could cause competitive harm to LTIMindtree or its clients, resulting in erosion of trust and legal liability for LTIMindtree.

Employees are expected to maintain confidentiality even after termination of their employment with LTIMindtree and ensure that they do not disclose information that they have had access to during their employment at LTIMindtree.



Do not install software or modify configurations that compromise LTIMindtree's technology security



## Restrictive Usage (Electronics and Software)

LTIMindtree requires that employees use approved or client-provided computers for business purposes to reduce the risk of breach. Employees are required to use prescribed tools to encrypt emails and portable media, conduct periodic scans to check for malware and viruses.

Carrying personal electronic devices with storage capacity, including but not limited to cameras, video recorders, USB flash drives, hard disks, CDs / DVDs, audio/video players, laptop, tablets or any other equipment that have the ability to record and capture images and sounds, conflicts with LTIMindtree's contractual representation and commitment towards clients and regulators (both require us to keep the data safe) are not permitted, unless authorised. While we understand employees' need to use these devices, it is also crucial to follow the guidelines as per LTIMindtree's Information Security Policy, to prevent potential breach of confidentiality and security.

To protect LTIMindtree and its people and assets, LTIMindtree may monitor at any time all LTIMindtree's assets, including e-mail, instant messaging and internet usage, subject to applicable laws and regulations.

## Intellectual Property Ownership and Protection

Employees must protect LTIMindtree’s intellectual property as well as that of LTI’s Clients (including but not limited to trademarks, service marks, inventions, patents/application, copyrights, trade secrets, product of ideas and hard work Confidential data, any business/functional plan, Personal information, Design Processes and know-how, any internal databases, , Methodologies, Services etc). Employees must ensure that they have the necessary approvals before reproducing LTIMindtree’s or any other third party’s intellectual property on social media, at a public event or for any other business or non-business use. During the course of employment or in relation to specific work tasks sub-contracted by LTIMindtree, any intellectual property created / discovered by employees shall belong to LTIMindtree, unless otherwise agreed with the employee.

## Reducing Risks

LTIMindtree and its employees are collectively responsible for reducing information security risk which includes protecting devices, as well as data and information. Access codes, passwords and personal identification numbers should be kept secured and not shared with others. If employees have a reason to suspect that their password or the security of LTIMindtree computer has been compromised, they must immediately change their password and report the violation to the Information Security Department.



Do not use, distribute, copy or remove client materials from a client site unless authorised



Misuse and unauthorized use of LTIMindtree assets may lead to disciplinary action, leading up to, but not limited

to termination. LTIMindtree reserves the right to monitor all work related communications, to the extent permitted by law. Employees are encouraged to report suspected information security breaches to LTIMindtree’s Information Security officer [Infosec@ltimindtree.com](mailto:Infosec@ltimindtree.com)

## Retention of Accurate Records

As a listed company and a global service provider, LTIMindtree is subject to various laws, rules, regulations and reporting obligations. We must disclose only accurate and complete information regarding LTIMindtree’s business, financial condition and results of operation. Inaccurate, incomplete or untimely reporting may damage LTIMindtree’s reputation and result in legal liability. In this regard, Employees must not only adhere to all applicable LTIMindtree policies but also comply with all laws, rules, regulations applicable to LTIMindtree.

Records relevant to a lawsuit, legal proceedings or investigations must not be altered or destroyed and must be promptly produced and turned over to the Legal team upon request. Employees should follow all financial policies and related guidelines established by LTIMindtree regarding information management. Further, employees must ensure that they retain, protect, and dispose-off records according to the LTIMindtree Record Retention Policy and other applicable laws.

For more details, kindly read Policy on preservation of documents, referred in ‘**Know Your Policies**’ Section. All books of accounts, financial records, reports and other financial documents of the company must be preserved in good order and may be disposed of by the Finance Department only after the expiry of the mandatory period for retention prescribed under law.

All employees are expected to demonstrate integrity, professionalism and due diligence in maintaining accurate Company’s records.

# 06

A horizontal bar with a gradient from blue to yellow.

## Doing Business & Being Compliant

## Fair Competition

LTIMindtree believes that a free and fair market benefits all and ensures that our clients receive the best quality products and services. Most countries have Anti-trust laws to encourage and protect free and fair market competition by regulating anti-competitive conduct. These laws regulate our relationships with our competitors, distributors and resellers.

### Employees should deal with competitors in accordance with best practices and should:

- Not misappropriate and/or misuse competitors' confidential information
- Ensure that they do not make false statements about competitors' business
- Not enter into agreements, involving activities constituting anti-competitive behaviour such as abuse of market dominance, collusion with competitors and illegal price-fixing
- Collect competitive information only through legally permitted sources and means

## Bribery / Corruption

LTIMindtree conducts its business activities and transactions with the highest level of integrity and ethical standards and in accordance with all applicable laws. Employees shall not offer or accept 'bribes, kickbacks, facilitation payments' or any other kind of improper payments or inducements for an on behalf of LTIMindtree, even if it means losing out on a lucrative business opportunity.

Employees should strictly follow all the applicable laws and regulations including but not limited to the Prevention of Corruption Act of 1988, UK Bribery Act of 2010 and the U.S. Foreign Corrupt Practices Act of 1977 while dealing

with clients, suppliers, government officials or any third party for conducting LTIMindtree's business.

**Bribe** is anything of value that may be given or received or accepted to influence an action or a decision in order to obtain or retain or secure, directly or indirectly, a business or a business advantage.

**Kickback** is a form of corruption that involves two parties mutually agreeing that a portion of their revenue or profits will be given back to the purchasing party in exchange for making the deal.

**Facilitation Payment** are payments that are typically small, unofficial payments made to secure or expedite a routine government action by a government official.

## Examples of transactions which require attention and careful handling by LTITes

- Use of Third Parties in dealing with Government officials
- Background check reveals a flawed background or reputation
- Application or submission for approvals of license
- Unofficial payment in a different country, and in third party's name with which LTIMindtree has no direct business relation
- Transaction value exceeds the 'going rate' or require payment in cash
- Request of favour from Government official for settlement of pending litigations
- Offer of employment to ex government official
- Lobbying and undue use of influence for passing regulations

**Employees are directed to:**

Not make facilitation payments and immediately report any such requests made to them or others	Ensure all agents and distributors have passed the LTIMindtree's due diligence process and ensure that the commissions, fee and other payments are not used as bribes on behalf of LTIMindtree	Ensure applicable laws, rules and regulations are complied with while dealing with the government	Acquaint themselves with the anti-bribery and anti-corruption laws of countries where they are required to travel and conduct business
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**Not offer or accept** any hospitality, payment or gift that might influence or be seen to influence commercial decisions

For more details, kindly read the Policy on Anti-Bribery and Anti-Corruption, referred in **'Know Your Policies'** Section.

## Gifts and Entertainment

Gifts or entertainment shall not be given or taken / received, with the underlying intention of influencing or rewarding business decisions. Following need to be adhered while giving/ accepting gift:

- The value of gifts offered or accepted must not exceed limits provided in "Internal Guidelines on Authorisation"
- Reasonable gifts in the course of employment may be accepted if such gifts specifically relate to employees' service or accomplishment, provided the employee keeps the reporting manager informed as to the nature and value of the gift
- Meals, refreshments or other forms of entertainment or hospitality may be offered if they are for business purpose and paid by LTIMindtree. This may include food, alcoholic beverages and tickets for sporting/ cultural events as provided in "Internal Guidelines on Authorisation"
- Sponsorships on behalf of LTIMindtree in any form for events or activities of existing and prospective vendors, suppliers, clients or other parties dealing with LTIMindtree are permitted only after consulting Chief Financial Officer

Any queries/clarification on the above matters should be referred to HR at [HRCompliance@ltimindtree.com](mailto:HRCompliance@ltimindtree.com)

## Apply following checks with respect to gifts

It is for a proper purpose and not intended to secure an improper advantage or otherwise inappropriately influence the recipient

It is permitted by law

It is reasonable in value and appropriate under the circumstances

It is permitted by the recipient's policies and by any agreements between LTIMindtree and the recipient's employer

It is permitted by the Company's policies

It is not in the form of cash

## Zero Tolerance for Money Laundering and Terrorist Financing



LTIMindtree does not engage in any money laundering or terrorist financing activities or assist any other party in doing so



Money laundering is converting money or assets obtained through criminal activity into assets that appear legitimate.

### Employees should:

Comply with applicable regulations while dealing with clients, suppliers, and other business partners and ensure they are engaged in a legitimate business.

Exercise caution that LTIMindtree products and services are not used for any money laundering or illicit financial activity, including terrorism.

Detect and report without delay, such suspicious activities.

Adhere to Foreign Account Tax Compliance Act (FATCA) in USA, Criminal Finance Act of UK and all similar applicable laws and regulations relating to Money Laundering.

Exercise caution while conducting business in countries where there is limited enforcement of laws prohibiting money laundering and terrorist financing activities.

Carry out proper due diligence and KYC, before vendor registration.

## Fraud Management

LTIMindtree has a zero tolerance towards fraud and reserves the right to investigate suspected or alleged theft, fraud or other potential criminal activity or wrongdoing and prosecute any fraudulent or criminal behaviour to the fullest extent of the law.

LTIMindtree has established a documented fraud management program designed to prevent and address any theft, potential criminal activity or wrongdoing (“Fraud”). Such program is commensurate with the risk of

fraud associated with LTIMindtree’s business and includes training, detection and mitigation of any potential fraud.

Employees should ensure timely reporting of any potential fraud to the Management. This includes but is not limited to, attempted, suspected, alleged or actual theft, fraud, suspicious disappearance of funds or securities, criminal activity or wrongdoing involving LTIMindtree, an employee of LTIMindtree, a LTIMindtree supplier / agent or LTIMindtree non-employee (e.g. temporary employees and contractors).

## Global Trade (Export Control Laws)

LTIMindtree is committed as a global service provider to ensure compliance, in both letter and spirit, with all applicable laws and regulations. In this regard, **concerned employees must:**

Maintain appropriate import, export, and customs records, seek guidance from relevant departments to ensure all transfers of products, services and technology comply with import-export laws.

Not indulge in money laundering, illegal trade boycotts or other acts violating international import-export laws.

Get updated on relevant local laws, rules and regulations, if employee’s work involves international travel or providing services or information across several countries.

Not work on controlled technologies without obtaining specific licenses from authorities under the applicable Export Control Regulations.

For more details, please read Policy on Anti-Money Laundering, referred in **‘Know Your Policies’** Section.

## Business Relationships

In order to foster long-lasting relationships with clients, suppliers, business partners etc., it is necessary that we conduct business fairly, honestly and with integrity.

**Relationship with Clients** – The products and services we offer shall comply with applicable laws. Our dealings with our customers shall be professional, fair and transparent.

LTIMindtree does not offer, directly or indirectly, any form of gift, entertainment or anything of value to any government official, commercial partners including customers or their representatives to:

- Influence business decisions
- Secure an unfair advantage
- Obtain or retain business

LTIMindtree complies with all relevant export controls or trade sanctions in the course of business.

We respect our customers' right to privacy in relation to their personal data. We shall safeguard our customers' personal data, in accordance with applicable law.

LTIMindtree strives to ensure that it meets all contractual

commitments made to its clients. LTIMindtree is committed to providing excellence in delivery to all its clients and ensuring collaboration across LTI's global network to achieve Delivery Excellence.

LTIMindtree expects its employees working on client projects/sites to strictly adhere to client's policies and procedures, wherever applicable.



LTIMindtree perseveres to supply products and services of the highest quality and those that meet all applicable standards



**Relationship with Suppliers** – LTIMindtree selects suppliers and service providers fairly and transparently and seeks to work with suppliers and service providers who can demonstrate that they share similar values. LTIMindtree's suppliers are expected to uphold the ethical standards comparable to that of LTIMindtree. LTIMindtree's suppliers need to follow Suppliers Code of Conduct referred in **'Know Your Policies'** Section.

LTIMindtree's suppliers and service providers shall represent the Company only with due authorization from the Management. They are expected to abide by the COC in their interactions with and on behalf of LTIMindtree. Employees should never accept or solicit personal benefits from suppliers which may compromise their decision making ability.

## Environmental Responsibility

LTIMindtree is cognizant that the major indicators of environmental footprint are operating facilities, e-waste, energy consumption, water usage and waste disposal methods. LTIMindtree seeks to continually improve and benchmark with industry peers and attain highest levels in achieving carbon neutrality.

LTIMindtree encourages and enables environmentally sustainable practices among its employees, clients, suppliers and the charitable and non-profit organizations that it supports. LTIMindtree leverages its people and the digital world to achieve its environmental goals.

## Managing Risks

LTIMindtree has a risk management program and endeavours to comply with it at all times to minimize any business and other risks it may face.

Employees are required to read LTIMindtree's Risk Management Policy referred in **'Know Your Policies'** Section.

## Managing Tax

LTIMindtree endeavours to comply and encourage compliance with all applicable tax regulations globally and avoid tax & revenue evasions or facilitation of tax evasion.

Employees are required to comply with all applicable tax laws.

## Financial Integrity and Reporting

It is the responsibility of each concerned employee and commitment of LTIMindtree to prepare and maintain its accounts fairly in accordance with the generally accepted accounting principles, guidelines, financial accounting standards and applicable regulations from time to time.

All business and financial transactions must be authorized and recorded in accordance with the delegation of authority of the Company.

LTIMindtree is committed to make timely and accurate disclosure of market-sensitive data in compliance with applicable laws and regulations such as those prescribed under Securities and Exchange Board of India Regulations, Companies Act 2013, and other applicable laws. Selective disclosure of material market information to certain entities or individuals before such information is available to the investing public at large is strictly prohibited.

## Global Regulatory Framework

LTIMindtree is committed to be compliant with global laws and regulations across jurisdictions and has put in place a Comprehensive Global Corporate Compliance Management Framework which all employees of LTIMindtree & its subsidiaries must be acquainted with.

For more details, kindly read the Framework on Global Corporate Compliance Tracking System, referred in **'Know Your Policies'** Section.

# 07



## Community



## Corporate Social Responsibility (CSR)

At LTIMindtree we focus on three causes  
(The Three E's):



| Education

| Environment

| Empowerment

LTIMindtree leverages technology to create opportunities for growth and prosperity around the world and endeavours to be good neighbours and contribute to societies. At an individual level, all its employees make meaningful contributions to the communities through our CSR initiative – 1Step.

### Our social initiatives help:

→ Empower marginalized communities including physically and intellectually challenged people to improve their quality of education and enhancing their skills and employability

→ Addressing the critical issue of environment & water conservation

LTIMindtree's CSR Committee monitors and supports all the CSR initiatives, in line with applicable laws and regulations.

For more details, kindly read Corporate Social Responsibility Policy, referred in '**Know Your Policies**' Section.

## Charitable Activities

LTIMindtree believes that charitable contributions and donations are an integral part of LTIMindtree's belief- 'Solve for Society'. While making any charitable contribution on behalf of LTIMindtree, the following should be ensured:

The recipient is a registered, tax-paying, recognized organization

The contributions are permissible under applicable local laws

Contributions are made without demand or expectation of business return

Beneficiaries of such contributions should not be related to the directors or executive officers of LTIMindtree

Contributions shall not be made in cash or to the private account of an individual

Amounts contributed or donations made towards charitable causes shall be fairly reported in LTIMindtree's financials

LTIMindtree supports employee's personal participation and involvement in charitable, professional and other community organizations on voluntary basis. However, employees may experience conflict of interest even in

volunteer situations, which they need to handle appropriately. Employees shall not advocate or solicit donations, directly or indirectly, on behalf of LTIMindtree, by using the Company resources.

## Sustainability & Environment Sustainability Governance (ESG)

LTIMindtree believes that sustainability is all about creating shared values. It is not limited to achieving business prosperity but also about doing business in the right way. As LTIMindtree remains steadfast to the highest standards of ethics and transparency, the Company has mapped and

prioritized issues that are of significant relevance and have the potential to create a long term value for our stakeholders. LTIMindtree ascertains the risks that matter to both our business & ESG as well as stakeholders by following the threefold approach:



# 08

A short horizontal bar with a gradient from blue to yellow.

## Administering the Code

## Seeking Help and Reporting Violations of the COC

LTIMindtree believes that its expectation with respect to employee behaviour are clearly outlined in this COC, hence any violation or deviation of the COC shall be reported immediately. Employees have a responsibility to report such violations in the following manner:

### Complaints on Sexual Harassment

Cases involving allegations on sexual Harassment shall be dealt with as per the process provided in Policy for Protection of Women's Rights at Workplace and The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### Complaints relating to Financials, Accounting, internal controls & fraud

The Company has in place 'Whistle Blower Policy' under which employees are encouraged to report, without any fear, any wrongdoings or unethical or improper practice which may adversely impact the image and/or financials of the Company. Cases involving financial frauds, misappropriation of funds, accounting, internal controls, etc. shall be reported under Whistle Blower Policy. For more details, kindly read the Whistle Blower Policy and the guidelines thereto, referred in 'Know Your Policies' Section.

### Other general queries/ violations

General complaints or violations or queries relating to COC, which does not fall under the above sub-sections shall be addressed by COC Committee, established under this COC.

Grievances other than COC can be dealt with as per the process laid down in Grievance Management Guidelines, referred in 'Know Your Policies' Section or under any other Guideline or Policy of the Company.

Complaints on Sexual Harassment -

**POSH@ltimindtree.com**

Complaints relating to Financial, Accounting, internal controls, fraud - **Whistleblower@ltimindtree.com**

General queries/violations -

**HRCompliance@ltimindtree.com**

Upon receipt of any non-compliances or violations:

- The reporting manager shall immediately report such violations to the concerned designated Email IDs (Sexual harassment/ Financial frauds/General violations) mentioned above
- The concerned officials monitoring and administering the abovementioned designated email IDs shall immediately take such actions as laid down under the respective Policies. Violations or non-compliances received by an official which do not pertain to their function shall be forwarded to the concerned officials handling the matter

If the Laws and Regulations of a location prescribe a reporting mechanism, then the same should be adhered with utmost stringency.

## Zero Tolerance for Retaliation

LTIMindtree prohibits retaliation against employees who report a violation of any law, rule, regulation or this policy in good faith. Any retaliation instances should be reported to the **HRCompliance@ltimindtree.com**. Further, employees should not be discharged, demoted, or otherwise discriminated against for reporting information that they reasonably believe to be gross mismanagement, waste of funds, abuse of authority, or danger to health or safety. LTIMindtree whistleblowing policy protects confidential, anonymous reporting of concerns on questionable accounting or auditing practices.

## Employee's Responsibility

Whilst reporting a non-adherence or violation, the following must be provided:

- Specific aspects/clauses of this COC which have been violated

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- The individuals, group of people or functions involved

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- Comprehensive description of the violation, details of incident, whether one-time or recurring

If employees have a good reason to believe or suspect, an unlawful or unethical situation they should immediately report the concerns to the dedicated email ID mentioned above. Non-reporting of violations could be subject to disciplinary action as the cover up of such violations is a breach of the COC. Employees in question will be given an opportunity to present their explanations, prior to the determination of appropriate disciplinary action.

Employees are required to comply with all applicable laws and other policies at all times.

During an ongoing investigation, it is imperative that all concerned employees give their full co-operation and ensure that they are fair and honest in their responses. Further, details of such investigation should not be discussed with anyone inside or outside LTI Mindtree.

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### Don't Turn A Blind Eye!



**SPEAK UP** If you experience or witness disrespectful, inappropriate, fraudulent, unethical or illegal behaviour, including concerns about retaliation.

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## Redressal Mechanism

To be added here:

A COC Committee comprising of Chief Financial Officer, Chief Human Resources Officer/Global Head HR and Head-Corporate Legal ('COC Committee') shall:

- Ensure implementation of COC across the Company

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- Deal with instances of non-compliances/violations reported

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- Appoint investigator, if required, to investigate non-compliance and monitor the investigation

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- Decide disciplinary action if the investigation establishes unethical and improper conduct/activity or violation of COC

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- Approve revision, amendment, variation or modification to the COC for administrative convenience recommended by Chief Human Resources Officer/Global Head HR

COC Committee, upon receiving any report on violations to COC, shall deliberate and communicate its decision within a fortnight. COC Committee shall meet at least once in a year or at such intervals as need arises. Corporate HR shall maintain records such as Agenda, Minutes of the COC Committee Meetings, findings report of Investigator, if any, along with all documentary evidence, etc.

Any sort of reporting with a malafide or malicious intent, to settle scores or with hidden agenda will also be considered as contravention to COC, except genuinely mistaken reporting which has to be substantiated with evidence.

If after the investigation it is found that reporting was done with malafide or malicious intent, the reporting employee could be subject to disciplinary action, leading up to, but not limited to termination.

Anonymous reporting is discouraged and will be considered only in exceptional cases. It is Management's commitment that the identity of the employee reporting a violation will be kept confidential, except if required to be disclosed by law.

Breach of any of the provisions of the COC may expose employees and LTIMindtree to substantial civil and criminal liability or reputational damage, hence employees are requested to observe strict adherence with the COC.

## **Waiver of the COC**

When certain situations require waiver of the COC, employees must obtain joint permission from three out of the below five designated individuals - Chief Executive Officer or President Sales or Chief Operating Officer or Chief Financial Officer or Chief Human Resources Officer ('Senior Management') in coordination with their respective Head of function/department, wherever applicable, before taking action. In case of Head of function/department, waiver of the COC can be given by any member of the Senior Management. Such request for waiver should be routed through HR at [HRCompliance@ltimindtree.com](mailto:HRCompliance@ltimindtree.com)

Any waiver of the COC for Senior Management may be made only by the Board of Directors.

## **Interpretation by LTIMindtree Legal Team**

Our Legal Team is responsible for interpreting and applying the COC described in specific situations, subject to facts and circumstances and applicable laws and regulations. Our Legal Team will also maintain a record of interpretations issued under the COC. Questions regarding how the COC should be interpreted should be directed to the respective Unit HR SPOC.

## **Amendment to the COC**

HR Compliance Department shall periodically review the COC to determine the revisions as may be required in line with the applicable laws.

Any approval provided by COC Committee with respect to revision, amendment, variation or modification to the COC for administrative convenience, shall be reported to the Board of Directors, at its immediately ensuing Meeting.

Any other amendment/substitution/replacement in the COC should be recommended by Chief Human Resources Officer/Global Head HR to Company Secretary for necessary Board approval.

# 09

## Know Your Policies

The policies related to governance referred in this COC are listed below:

Policies	Availability
Policy on Equal Opportunity	
Policy on Dress Code	
Employee's workplace behaviour	
Policy on Health, Safety & Environment	
Policy for Protection of Women's Rights at Workplace	
Policy on Privacy	
Policy on Insider Trading	
Guidelines on conflict of interest (hiring/working with close kin)	
Policy on Whistle Blower	Company's Intranet
Guidelines on Grievance Management	
Social Media Policy	
Anti-Money Laundering Policy	
Policy on Prevention of Fraud	
Policy on Preservation of Documents	
Policy on Information Security	
Policy on Anti-Bribery and Anti-Corruption	
Policy on Risk Management	
Diversity, Equity & Inclusion Policy	
Framework on Global Corporate Compliance Tracking System	
Policy on determination of materiality of event or information	
Policy on Supplier Code of Conduct	Company's Website
Policy on Corporate Social Responsibility	

# 10

## Acknowledgment

(Employee Commitment to abide by the LTIMindtree- Code of Conduct)

I acknowledge that I have received, read and understood the LTIMindtree- Code of Conduct ('Code').

I agree to comply with the standards contained in the Code and all related policies and procedures as is required as part of my continued employment or association with LTIMindtree.

I will report any potential violation of which I become aware of promptly to my reporting manager, or in accordance with the mechanism set forth in this Code. I understand that any violation of the Code or any policy or procedures is ground for the disciplinary action.

Name of the Employee .....

PS No .....

Designation .....

Department .....

Name of the Company .....

Location / Country .....

Signature

Date

*(Note: It shall be the responsibility of Corporate / Regional / Unit- HR Head to get the above acknowledgement signed from each employee and should form part of the employees' personal file.)*

# Annexure 1: Annual Affirmation

I acknowledge that I have read and understood the LTIMindtree- Code of Conduct ('Code').

I have complied with and will continue to comply with the standards contained in the Code and all related policies and procedures as is required as part of my continued employment or association with LTIMindtree. I further understand that any violation of the Code or any policy or procedure is ground for disciplinary action.

## I affirm that;

None of my acts or actions, directly or indirectly, while performing the job had violated any section/s of the LTI- Code of Conduct and none of my actions were in contravention to:

- Securities Dealing Code
- Bribery / Corruption
- Fraud Management
- Gifts & Entertainment
- Social Media
- Political activities
- Conflict of interest
- Competing with LTIMindtree

I further affirm that, I am not aware of any business practice which has violated the Code or is currently in violation of the Code which has been documented and reported in accordance with the provisions of the Code.

Name of the Employee .....

PS No .....

Designation .....

Department .....

Name of the Company .....

Location / Country ..... To March 31st, .....

Signature

Date

*(Note: Corporate / Regional / Unit- HR Head shall get this annual affirmation signed from each employee within 30 days from the end of each financial year. Chief Human Resources Officer/Global HR Head shall be responsible for compilation of summary of submissions and exceptions report, which shall be reported to COC Committee, which forms part of Annual Compliance Assessment of the Code. Report on Annual Compliance Assessment shall be tabled before the Audit Committee at the meeting held immediately after the closure of assessment.)*

# Record of Review

Version Number	Created/ Modified By	Reviewed By	Authorized By	Release Date	Modifications Done
1.0	Aboli Deodhar	Sagar Sane	Manoj Shikarkhane	Jan 20, 2023	This document is merged from LTIMindtree document 'Employee Code of Conduct' version 1.4 dated 01-Apr-2022 and from Mindtree 'Code of Conduct' latest version dated 30-Apr-2022
1.1	Global HR Compliance Team	Global HR Compliance Team	Global HR Compliance Head	May 15, 2024	Modified Section 5 – Business Practice and Ethics by adding Freedom of Association Clause.

**LTIMindtree** is a global technology consulting and digital solutions company that enables enterprises across industries to reimagine business models, accelerate innovation, and maximize growth by harnessing digital technologies. As a digital transformation partner to more than 700 clients, LTIMindtree brings extensive domain and technology expertise to help drive superior competitive differentiation, customer experiences, and business outcomes in a converging world. Powered by 81,000+ talented and entrepreneurial professionals across more than 30 countries, LTIMindtree — a Larsen & Toubro Group company — combines the industry-acclaimed strengths of erstwhile Larsen and Toubro Infotech and Mindtree in solving the most complex business challenges and delivering transformation at scale. For more information, please visit [www.ltimindtree.com](http://www.ltimindtree.com).