

Apex Layer

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# Whistleblower Policy

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# Record of Release:

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1.0	Aboli Deodhar, Sagar Sane	Sadashiv Javalagi	Manoj Shikarkhane	January 20, 2023	This document is merged from LTI document namely 'Whistleblower Policy and Guidelines on Vigil Mechanism' Version 1.1 dated 21-Jul-2014 and Mindtree document namely 'Whistleblower Policy' latest Version dated 05-Apr-2022.
2.0	WB Governance Team	Legal Department	Audit Committee	April 27, 2023	Changes to the inquiry process under Section 7
3.0	Aboli Deodhar	Whistleblower Governance	Legal Department	June 22, 2023	Clause 7.1 - Change in the Uniform Resource Locator (URL) on Company Intranet for making protected disclosure.
4.0	Aboli Deodhar	Whistleblower Governance	Legal Department	August 01, 2023	Clause 5 (B) – Addition of word 'moral'.
5.0	Aboli Deodhar	Whistleblower Governance	Legal Department	November 23, 2023	Clause 7 – Reporting System – Addition of Third party hosted web page and Third party operated Whistleblower Hotline
6.0	Global HR Compliance	Whistleblower Governance	CFO	March 08, 2024	Modification in Clause 2 – Effective Date and Clause 3 – Authority and Approval
7.0	Global HR Compliance	Whistleblower Governance	CFO	Aug 01, 2024	Modification in Clause 2 – Effective Date and Clause 5.B – In Scope Cases
8.0	Global HR Compliance	Whistleblower Governance	CFO	Aug 27, 2024	Modification in Clause 2 – Effective Date, Clause 5.C – Out of Scope Cases and Clause 7 (6) Reporting System

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# 1 Objective

LTIMindtree is committed to complying with the highest standards of ethical, moral, professional, and legal conduct in its business operations. To maintain these standards, this Whistleblower Policy aims to provide a platform that encourages Whistleblowers having complaints of actual or suspected incidents of unethical practices or violation of applicable laws and regulations including the Integrity Code, Securities Dealing Code and Fair Disclosure Code, to promptly come forward and express the same without any fear of retaliation.

LTIMindtree will investigate such complaints speedily, confidentially and in an impartial manner, and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always maintained. The Whistleblower Policy empowers the “Whistleblowing Investigation Committee/WBIC” to investigate or direct an investigation into complaints and concerns raised by a Whistleblower.

The Whistleblower Policy does not release an employee from his/her duty of confidentiality in the course of his/her work nor can the Whistleblower Policy be used as a route for raising malicious or unfounded allegations against a Respondent.

Good governance is an integral part of the existence of a company. It inspires and strengthens investors' confidence by ensuring the Company's commitment to higher goals and profits. This objective is achieved by adopting transparent procedures and practices, having in place effective machinery to address the concerns of all stakeholders, keeping shareholders informed about developments in the Company and ensuring effective control over the affairs of the Company.

LTIMindtree has also adopted the Code of Conduct for Prevention of Insider Trading in the Securities of LTIMindtree Limited (“Securities Dealing Code”) and Code of Fair Practices & Disclosure (“Fair Disclosure Code”) in compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“PIT Regulations”). The Fair Disclosure Code and the Securities Dealing Code have been adopted, inter alia, to regulate the fair disclosure of unpublished price sensitive information and to regulate, monitor and report trading by Designated Employees in the Securities of LTIMindtree respectively.

Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulations 4 and

22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and Regulation 9A(6) of PIT Regulations, requires every listed company to establish a vigil mechanism for its stakeholders, including individual employees, their representative bodies and the directors, to report genuine concerns and to freely communicate their concerns about illegal or unethical practices.

## 2 Effective Date

This Policy is already in effect, changes to this Policy are effective from August 27, 2024.

## 3 Authority and Approval

Global HR Compliance Team is responsible for maintaining the policy and carrying out subsequent modifications time to time. The policy will be reviewed annually or as and when required by Global HR Compliance team along with the respective training owners. The Company reserves the right to amend the policy at any point of time to ensure consistency with applicable laws, if any. Any change or revision will be available with all relevant stakeholders and HR Teams and communicated appropriately to all employees.

## 4. Definitions

- a. "Audit Committee" is the audit committee constituted by the Board of Directors of LTIMindtree in accordance with Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of LODR Regulations.
- b. "Chief Ombudsperson" is a person holding a senior position in the company as appointed by the Chief Executive Officer & Managing Director (CEO & MD) and can be reached at [chiefombudsperson@ltimindtree.com](mailto:chiefombudsperson@ltimindtree.com)
- c. "Prevention of Sexual Harassment Committee" also known as "Internal Committee("IC")" is the committee constituted to investigate complaints relating to sexual harassment at the workplace in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder ("POSH Laws").
- d. "Protected Disclosure" is a complaint made by a Whistleblower which discloses or demonstrates information that may evidence an unethical, improper or illegal activity of a Respondent with respect to violations listed

in Clause 5B below. The Protected Disclosure should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of nature and extent of the complaint.

- e. "Respondent" includes a person/entity against whom a complaint is made by a Whistleblower under the Whistleblower Policy.
- f. "Securities Dealing Code Committee" or "SDC Committee" is the Committee constituted to investigate complaints relating to the violation of the PIT Regulations, the Securities Dealing Code and/or the Fair Disclosure Code.
- g. "Sexual Harassment" would mean any act as defined under LTIMindtree's Policy on Prevention of Sexual Harassment.
- h. "Whistleblower" is a director or employee, former employee, job applicant, prospective employee, shareholder, any employee of a vendor, service provider, consultant, subcontractor, facilitator or client who has made a Protected Disclosure.

All terms used in this policy but not defined above shall have the meanings ascribed to them in the Companies Act, 2013, Securities and Exchange Board of India Act, 1992, PIT Regulations, LODR Regulations or any other applicable law, as the case may be.

In the Whistleblower Policy, unless the context otherwise requires:

- a. headings and underlining are for convenience only and shall not affect the interpretation or construction of the Whistleblower Policy or any provisions contained herein.
- b. words importing the singular shall include the plural and vice versa; and words importing a gender shall include all other genders.

## 5. Scope

### A. Applicability

The Whistleblower Policy is applicable to all employees who are on the core rolls or on contract rolls, permanent or temporary employees, trainees, apprentices, consultants, officers, volunteers, managers and Directors of LTIMindtree, or its subsidiary companies where they are eligible to make

Protected Disclosure under the Whistleblower Policy in relation to matters concerning LTIMindtree and its subsidiary companies.

## B. In Scope Cases

The Whistleblower Policy inter alia covers the following illustrative incidents or situations by or involving LTIMindtree:

- An incident of intentional non-compliance with applicable laws/regulations or a criminal offence
- An environment, health or safety risk or damage to others at LTIMindtree or to the general public.
- Conflict of Interest
- Forgery or alteration of documents
- Unauthorized alteration or manipulation of computer files
- Fraudulent financial reporting
- Pursuit of a benefit or advantage in violation of the Company's interests
- Misappropriation/misuse of Company's resources, like funds, supplies, or other assets
- A misrepresentation of company's accounting records, financial statements or reports, or breach of fiduciary responsibility
- Authorizing/receiving compensation for goods not received or services not performed.
- Authorizing or receiving compensation for hours not worked
- Improper use of authority or a violation of corporate governance
- Release of Proprietary Information
- Kickbacks

- Theft of Cash/Assets/Services
- Unauthorized Discounts/Approvals/Sanctions
- Falsification/Destruction of Company Records
- Fraudulent Insurance Claims
- Disclosure of confidential information including pilferage or theft of proprietary or confidential information of LTIMindtree or its customers, including without limitation a leak of confidential information on any social media (LinkedIn, Twitter, Facebook or any other platform)
- Misuse or breach of intellectual property rights of LTIMindtree, of its customer or of third-party entities.
- A breach of a policy/code of LTIMindtree including the Code of Conduct, the Securities Dealing Code, the Fair Disclosure Code, the Anti-Bribery and Anti-Corruption Policy and Anti-Fraud Policy
- Any kind of communication allowing access to or procurement of unpublished price sensitive information as referred under Regulation 3 of the PIT Regulations and any other act which may amount to misuse of unpublished price sensitive information or is prohibited under the PIT Regulations.
- Use of child labor, forced, bonded or indentured labor or involuntary prison labor, slavery, human trafficking; and
- Any act of abuse, bias, corruption, discrimination, duress, financial irregularities, gross wastage/embezzlement of funds, exploitation, favor, fraud, workplace harassment (including physical or psychological / moral harassment or bullying, arising out of retaliation/victimization for blowing a whistle), imprudence, causing embarrassment and/or reputational issues internally or externally, malpractice, neglect, unethical acts, waste and wrongdoing.



### **C. Out of Scope Cases**

The Whistleblower Policy does not cover the following illustrative incidents or situations:

- Complaints of sexual harassment against any LTIMindtree employee - such complaints shall be handled by the Internal Committee in compliance with LTIMindtree's Prevention of Sexual Harassment Policy and applicable laws & regulations; and
- Complaints that purely relate to an LTIMindtree employee's personal grievance, performance, appraisal rating, pay increase or a general personnel or administration issue, complaints relating to service conditions or company policies that are not the consequences of any act or practice covered under Clause 2.2.
- Workplace harassment complaints (including physical or psychological / moral harassment or bullying, not arising out of retaliation / victimization) for blowing a whistle.

Procedures relating to the prevention of insider trading complaints are covered separately under the Securities Dealing Code.

### **D. Role of a Whistleblower**

The Whistleblower's role is that of a reporting party with reliable information. The Whistleblower is not required or expected to act as an investigator or finder of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. A Whistleblower should not act on their own in conducting any investigative activities nor do they have a right to participate in any investigation undertaken by LTIMindtree.

### **E. Non-Retaliation**

LTIMindtree's culture conforms to a non-vindictive environment. LTIMindtree assures every Whistleblower that they will not be jeopardized, terminated or otherwise retaliated against for reporting any Protected Disclosure under the Whistleblower Policy unless it appears, in the reasonable opinion of the WBIC, that the complaint is materially and unambiguously abusive and/or malicious or false. Retaliation may include constructive discharge or dismissal from services, demotion, denying or delaying progression or salary increase.

## 6. Composition & Role of Whistleblowing Investigation Committee

### A. Structure of the Committee

The CEO & MD of the Company is empowered to appoint the Chief Ombudsperson and form a Whistleblowing Investigation Committee (WBIC) which will consist of Senior Executives of the Company such as:

- Chief Human Resources Officer (CHRO)
- Chief Audit Executive
- Any other senior official with relevant expertise

Any changes to the existing Whistle Blowing Investigation Committee (WBIC) shall be approved by the CHRO in consultation with the Legal Head for Whistleblower governance.

### B. Responsibilities of the WBIC

- Receiving and acknowledging complaints
- Sorting/screening/shortlisting the investigation through delegation to appropriate agencies and/or appointing investigators
- Interim communication to CFO/ Head- F&A unless the investigation relates to the finance function
- Investigation through appropriate delegation/agencies
- Recommend course of action to management based on the investigation
- Prevention and redressal of Whistleblower harassment
- Any other related responsibility as decided by the management
- The decision on the course of action on the Whistleblower's complaint as taken by the WBIC shall be final.

## 7. Reporting System

The Whistleblower Policy outlines the procedure for raising a complaint and for addressing the complaint.

- (1) A Whistleblower intending to make a Protected Disclosure against a Respondent must post the same by:
  - a. Email to [Whistleblower@ltimindtree.com](mailto:Whistleblower@ltimindtree.com)
  - b. By courier/post addressed to:
    - (i) for India – Attn: Whistleblowing Investigation Committee, LTIMindtree Limited, Gate no. 5, Technology Tower 1, Saki Vihar Road, Powai, Mumbai – 400072, India and
    - (j) (ii) for other locations, LTIMindtree’s corporate office for such location.
  - c. Logging a complaint in the Whistleblower section on Ultima (Available at: <https://whistleblower.ltimindtree.com/newdisclosure.aspx>)
  - d. Logging a complaint on <https://ltimindtree.integritymatters.in> (Third party hosted web page)
  - e. Calling on a Third party operated Whistleblower Hotline
    - India toll-free: 1800-102-6969
    - USA toll-free: (+1) 888-436-0393
    - Rest of the world (Paid) number: (+91) 9595-146-146

The submission of the Protected Disclosure shall be acknowledged, unless submitted anonymously, within seven (7) days of receipt thereof, and the WBIC will promptly act on the Protected Disclosure.

- (2) The Whistleblower is expected to make a Protected Disclosure that is factual and not speculative and which is not in the nature of mere conjecture, surmise or rumor. It must be made in good faith for the purpose of seeking redressal and should contain as much specific information as is known to the Whistleblower at that point of time. The disclosure must provide as much detail as possible to facilitate expeditious investigation, which will be based on the credibility and veracity of the complaint. Whilst the Whistleblower may choose to withhold their name, it should be noted that it may slow down the investigation process.
- (3) The WBIC shall, after verifying the credibility and veracity of the complaint, conduct a formal investigation based on the information provided in the Protected Disclosure. The Respondent and the witnesses identified by the WBIC have the responsibility to cooperate with the WBIC on the investigation by reporting all pertinent facts and concealing none. During

the course of investigation, the WBIC will give the Respondent a fair opportunity of being heard in respect of the Protected Disclosure.

- (4) WBIC may, at its sole discretion, involve other investigators such as personnel from the human resources, finance and accounts, administration, internal audit, corporate security, legal or other departments of LTIMindtree that possess specialized skills necessary for the purpose of investigation. Every department has a duty to support the WBIC. In certain critical situations, the WBIC may engage the services of an external organization including a lawyer, law firm, chartered accountancy firm and/or electronic discovery services.
- (5) The WBIC will not take any statement from a Respondent or a witness under duress or coercion.
- (6) Where the WBIC decides to conduct interviews, it shall not voice or video-record the interview without the prior oral or written consent of the person being interviewed unless otherwise permitted under applicable law. The person being interviewed cannot, in any circumstance, record the interview.
- (7) The Respondent, Whistleblower or a witness who is being interviewed cannot involve the services of an advocate or a third party in the investigation process or be present for the interview of any person other than themselves.
- (8) The WBIC is vested with the responsibility of conducting a fair and impartial investigation into Protected Disclosure. If at the conclusion of its investigation, the WBIC determines that a violation has occurred, the WBIC shall take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the Respondent, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of LTIMindtree's internal policies/codes and applicable laws and regulations.
- (9) The identity of Respondent, Whistleblower and the witnesses (if any), will be kept confidential to the extent reasonably possible, given the legitimate needs of applicable law and the requirements of the investigation.
- (10) The WBIC shall make a detailed written record of the Protected Disclosure. The record shall contain the following particulars:
  - Facts pertaining to the concern or complaint.

- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof.
  - Whether any Protected Disclosure was raised by the Whistleblower previously against the same Respondent or any other, and if so, the outcome thereof.
  - The financial/other loss which has been incurred/would have been or likely to be incurred by LTIMindtree.
  - Findings of the WBIC and the recommendations of the WBIC on disciplinary/other actions including a recommendation of a correction of process or amendment of a policy/code.
- (11) The WBIC shall complete its investigation within ninety (90) working days from the date of receipt of the Protected Disclosure and place on record the investigation report. The WBIC will on a quarterly basis report a summary of all Protected Disclosures to the Chief Ombudsperson before submitting the final report to the Audit Committee.
- (12) The Chief Ombudsperson, who shall not be privy to any discussions of the WBIC with respect to the Protected Disclosure, shall within seven (7) business days of receipt of the quarterly report of WBIC as mentioned above, provide inputs on the said report as they deem fit, only on the basis of the WBIC's investigation reports on record.
- (13) The WBIC will prepare quarterly report giving statistical details of Protected Disclosures received under the Whistleblower Policy, outcome of their investigation, matters pending for more than ninety (90) days and a summary of key disclosures. This shall be placed before the Audit Committee. The WBIC will ensure implementation of recommendations, if any, made by the Audit Committee. The WBIC shall report to the Audit Committee the measures taken to implement recommendations, if any, made by the Audit Committee on quarterly reports submitted by the WBIC.
- (14) Respondent is deemed innocent until the outcome of the investigation is concluded by the WBIC, or as the case may be, by the Audit Committee, against such Respondent.
- (15) In case a Protected Disclosure is not proved or is unsubstantiated, the WBIC will close the matter with appropriate noting in its records.
- (16) Where required under applicable law, the Whistleblower shall be informed of the broad outcome of the inquiry within the period specified under such law, but in no circumstance will the WBIC be bound to share with the

Whistleblower the full report of the enquiry relating to a Protected Disclosure. Also, the WBIC is not bound to accept the recommendations made by the Whistleblower, if any, of action against the Respondent.

- (17) In exceptional cases, where the Whistleblower is not satisfied with the outcome of the investigation and the decision, they may make a direct appeal to the Chief Ombudsperson. In such cases, the role of Chief Ombudsperson is restricted to reviewing the reports, statements and other documents of the case furnished to him by the WBIC. Upon review, the Ombudsperson may choose to recommend further actions to the WBIC and/or management of the Company, such as further investigation, and shall respond to the Whistleblower accordingly.
- (18) The Whistleblower, the Respondent and the members of the investigation team, the WBIC, the Chief Ombudsperson or any other member of the management and Board have a duty to maintain confidentiality and must not share the Protected Disclosure and details of the investigation and its results to any person inside or outside of LTIMindtree, unless required under applicable laws.
- (19) Any communication to the media or any other external body in respect of a Protected Disclosure shall be made only by the CMO, after consultation with the WBIC and the management of LTIMindtree.
- (20) If a Respondent to the Protected Disclosure is a member of any investigative body engaged in the process of investigating and addressing complaints under this Clause 7, including and not limited to being a member of the WBIC, the Audit Committee or holding the designation of the Chief Ombudsperson, they must recuse themselves from the entire investigation process to allow a fair and impartial investigation into a Protected Disclosure. If the Respondent to the Protected Disclosure is a member of the Board of Directors of LTIMindtree or its subsidiary companies, the WBIC shall notify the Vice Chairman of the Board of Directors prior to investigating the matter and the Vice Chairman shall place the final investigation report before the Audit Committee for determination of the appropriate course of action.
- (21) The Whistleblower Policy is applicable to all LTIMindtree employees and all its subsidiary companies. The WBIC shall be guided by the Legal department of LTIMindtree to ensure that investigations into Protected Disclosures are compliant with applicable laws.

- (22) Where a Protected Disclosure is determined to be a complaint in the nature of sexual harassment against a LTIMindtree employee (or any other person in connection with LTIMindtree's workplace), the WBIC will promptly forward the same to the Internal Committee for appropriate action.
- (23) Where a Protected Disclosure is determined to be a complaint in relation to violation of the PIT Regulations, the Securities Dealing Code or the Fair Disclosure Code, the WBIC will promptly forward the same to the SDC Committee for appropriate action in compliance with the PIT Regulations.
- (24) In the event a Protected Disclosure by a Whistleblower relates purely to his/her performance issue, appraisal rating, pay increase or a general personnel or administration issue which is considered by the WBIC further to investigation as not being the result of any action, behavior or pressure from any case set out under clause 5B, the WBIC may refer the disclosure to the human resources or administration department for resolution.
- (25) In the event a Protected Disclosure is required to be reported to a law enforcement agency such as the police, LTIMindtree may provide necessary support and assistance to the Whistleblower and other witnesses with respect to such proceedings.
- (26) All Protected Disclosures along with the results of investigation relating thereto, shall be retained by LTIMindtree for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is longer.
- (27) The Whistleblower may, as permitted by applicable law, submit complaints to competent authorities outside LTIMindtree. The list of such competent authorities and relevant procedures may be found [here](#)\*.
- (28) If a Whistleblower has any serious concerns about lodging a complaint as per the procedure, the Whistleblower may lodge his/her complaint with the Chairman of The Audit Committee of the Board of LTIMindtree by email to [Audit.Committee@ltimindtree.com](mailto:Audit.Committee@ltimindtree.com).

## 8. Freedom to Report and Assurance of Protection

### A. Freedom to Report

The Whistleblower should feel free to report matters of wrongdoing to the WBIC without fear of any repercussions. The management also affirms that the Whistleblower shall be protected from unfair termination and any



other unfair or prejudicial employment practices, which the Whistleblower may face from any quarters within the Company due to the act of Whistleblowing.

## **B. Assurance of Protection**

If at any time, the Whistleblower perceives or apprehends that they are being unfairly victimized or harassed due to the act of Whistleblowing, they shall have the right to approach the WBIC who will review the Whistleblower complaint and take appropriate action, as applicable, to ensure that the Whistleblower is not so subjected to any unfair or prejudicial employment practices as a result of making the Protected Disclosure.

## **9. Right to Amend**

LTIMindtree's Legal and Compliance function reserves the right to amend or modify this Whistleblower Policy in whole or in part, at any time without assigning any reason whatsoever. Modifications may be necessary inter alia to comply with local laws and regulations. In case of any questions or clarifications concerning this policy please send an email to [Vigil.Mechanism@LTIMindtree.com](mailto:Vigil.Mechanism@LTIMindtree.com).



