

LTIM/SE/STAT/2025-26/34

July 8, 2025

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

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

NSE Symbol: LTIM

BSE Scrip Code: 540005

Dear Sir(s)/Madam,

Subject: Submission of Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Postal Ballot Notice which is also being sent via e-mail to all those Members who have registered their email address with the Company/ Depositories/Depository Participants/ Company's Registrar and Share Transfer Agent viz. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) as on **Friday, July 4, 2025 ("Cut-off date")**, for seeking approval through e-voting for the Appointment of Mr. Venugopal Lambu (DIN: 08840898) as Managing Director by way of Ordinary Resolution.

The above notice is also available on the Company's website at <https://www.ltimindtree.com/investors/>.

Please take the above intimation on record.

Thanking you,

Yours faithfully,
For **LTIMindtree Limited**

Angna Arora
Company Secretary & Compliance Officer

Encl: As above

LTIMindtree Limited

Corporate Office: L&T Technology Tower 1, Gate No. 5, Saki Vihar Road, Powai, Mumbai - 400072, Maharashtra, INDIA
Tel: +91 22 67766776 | F: + 22 4313 0997

Registered Office: L&T House, Ballard Estate, Mumbai - 400 001, INDIA
www.ltimindtree.com | Email: info@ltimindtree.com | CIN: L72900MH1996PLC104693

LTIMINDTREE LIMITED

CIN : L72900MH1996PLC104693

Registered Office: L&T House, Ballard Estate, Mumbai 400 001, India

Corporate Office: L&T Technology Tower 1, Gate No. 5, Saki Vihar Road, Powai, Mumbai - 400 072, India

Tel: +91 22 6776 6776, **Fax:** +91 22 4313 0997

E-mail: investor@ltimindtree.com ; **Website:** www.ltimindtree.com

POSTAL BALLOT NOTICE

NOTICE is hereby given that the resolution appended below is proposed for approval of Members of LTIMindtree Limited ("**the Company**") by means of Postal Ballot through e-voting process ("**E-voting**"), pursuant to Section 110 of the Companies Act, 2013 ("**Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions, if any, of the Act and the Rules, General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") in continuation to the earlier Circulars issued by MCA in this regard, and applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") and other applicable laws, rules and regulations.

Appointment of Mr. Venugopal Lambu (DIN: 08840898) as Managing Director.

To consider and, if thought fit, pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on May 30, 2025 and subject to such other approvals, permissions and consents, if any, as may be required in this regard, including that of the Central Government, Mr. Venugopal Lambu (DIN: 08840898) who was appointed as a Whole-time Director with effect from January 24, 2025 for a term of five consecutive years including and upto January 23, 2030, be and is hereby appointed as the Managing Director of the Company, not liable to retire by rotation, to hold office from May 31, 2025 upto his original date of appointment as Director i.e. upto January 23, 2030 (both days inclusive), on the terms and conditions including payment of remuneration as approved by the Members earlier i.e. on April 20, 2025 through a Postal Ballot.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and/or vary the terms and conditions of appointment, including increase/revise remuneration of Mr. Venugopal Lambu, from time to time, during his tenure as Managing Director provided that such alteration/increase/revision in remuneration does not exceed the limits prescribed under the Act and/or SEBI Listing Regulations.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his tenure as Managing Director, the remuneration as approved by the Members earlier i.e. on April 20, 2025 through the Postal Ballot, or the altered/increased/revise remuneration, as approved by the Board of Directors, from time to time, be paid to Mr. Venugopal Lambu as Managing Director, within the limits prescribed under the Act and/or SEBI Listing Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of aforesaid, without being required to seek any further consent or approval of the Members, or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors
For **LTIMindtree Limited**

Sd/-

Date: July 7, 2025

Place: Mumbai

Angna Arora

Company Secretary and
Compliance Officer
ACS 17742

NOTES:

- a) The relevant Explanatory Statement pursuant to Sections 102 and 110 of the Act, Rule 22 of the Rules and the SEBI Listing Regulations, as amended, setting out material facts for the proposed resolution and disclosures as required under the SEBI Listing Regulations and SS-2 is annexed hereto and form part of this Postal Ballot Notice.
- b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose e-mail address is registered with the Company/RTA/Depositories/ Depository Participants as on **Friday, July 4, 2025 (“Cut-off Date”)**.
- c) Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by e-voting. A person who is not a Member as on the Cut-Off Date should treat this Postal Ballot Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Postal Ballot Notice due to non-registration of their e-mail addresses with the Company/RTA/ Depositories/ Depository Participants) shall be entitled to vote on the aforementioned Resolution in accordance with the process specified in this Postal Ballot Notice.
- d) Postal Ballot Notice is also available on the Company’s website <https://www.ltimindtree.com/investors/>, the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and NSDL, the e-voting agency, at <https://www.evoting.nsdl.com>.
- e) In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members or the List of Beneficial Owners provided by the Depositories, will be entitled to vote through e-voting.
- f) The resolution, if passed by the requisite majority through e-voting, will be deemed to have been passed on the last date specified for voting i.e., Thursday, August 7, 2025. Further, the resolution passed by the Members through this Postal Ballot shall be deemed to have been passed at a General Meeting.
- g) The Company has engaged NSDL to provide e-voting facility to its Members. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital as on the Cut-Off Date. Once the vote has been cast by a Member, she/he would not be allowed to change it subsequently.
- h) The e-voting period shall commence on Wednesday, July 9, 2025 at 9:00 AM (IST) (Server Time) and end on Thursday, August 7, 2025, at 5:00 PM (IST) (Server Time). During this period, Members holding shares, as on the Cut-off date, either in physical form or in dematerialized form, may cast their vote electronically by accessing the NSDL’s website at <https://www.evoting.nsdl.com>. The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to read and follow the e-voting instructions carefully as provided in this Postal Ballot Notice.
- i) Relevant documents referred to in this Postal Ballot Notice will be made available for inspection from the date of commencement of e-voting period i.e Wednesday, July 9, 2025 upto the last date of e-voting i.e. Thursday, August 7, 2025. Members seeking inspection can send an email to investor@ltimindtree.com during the business days. The Company shall strive to allow inspection of the documents to the Members during normal working hours i.e. 9 AM (IST) to 6 PM (IST), post receipt of request for inspection.
- j) Members who have not updated/registered their e-mail ID are requested to update/register the same in the records of the RTA/Company/Depositories/ Depository Participant, in the following manner, in order to receive this Postal Ballot Notice and to procure user id and password for e-voting.

Members holding shares in Physical form	Provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back), Permanent Account Number (“PAN”) (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to rnt.helpdesk@in.mpms.mufg.com and copy to the Company at investor@ltimindtree.com . After you receive the log-in credentials, please refer to the login method explained at Step 1(B).
Members holding shares in Demat form	Provide demat account details (CDSL – 16 digit beneficiary ID or NSDL- 16 digit DPID + CLID), Name of Member, client master or copy of consolidated account statement, PAN(self-attested scanned copy), AADHAR (self-attested scanned copy) through https://swayam.linkintime.co.in/ or by email to rnt.helpdesk@in.mpms.mufg.com and copy to the Company at investor@ltimindtree.com . After you receive the log-in credentials, please refer to the login method explained at Step 1(A).

- Alternatively, Members may send a request at evoting@nsdl.com for procuring user id and password for e-voting along with the above-mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. For regular updates, Shareholders are requested to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

k) **Declaration of Voting Results:**

- The Company has appointed Ms. Krupa Joisar, Practising Company Secretary (Membership No. FCS 11117 and Certificate of Practice No. 15263) as Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
- After conclusion of the e-voting period and scrutiny of votes, the Scrutinizer will submit the report on votes cast in favour or against and invalid votes, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of e-voting in accordance with the SEBI Listing Regulations.
- The voting results along with the Scrutinizer's report, will be hosted on the Company's website <https://www.ltimindtree.com/investors/>, website of NSDL <https://www.evoting.nsdl.com/>, displayed on the Notice Board of the Company at the Registered Office and Corporate Office, and will be simultaneously communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

l) Manner for e-voting by Members in respect of matters proposed for approval through this Postal Ballot is outlined hereunder:

How do I vote electronically using NSDL e-Voting system?

The process to vote electronically on NSDL e-Voting system, consists of "Two Steps", which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM





A) Login method for e-Voting for individual shareholders holding securities in demat mode

- In terms of the SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat account in order to access e-Voting facility.

- Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

Type of shareholders	Login Method
	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use their existing my Easi/Easiest username & password.</p> <p>2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided</p>

Type of shareholders	Login Method
	<p>by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the e-Voting period. Additionally, there is also a link provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see the e-voting option. Click on the e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</p>

- **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue to login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue to login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

In case a Shareholder receives e-mail from the Company / RTA [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

How to log-in to NSDL e-Voting website?

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- (v) Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- (vi) If you are unable to retrieve or have not received the "Initial password" or have forgot your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (viii) Now, you will have to click on "Login" button.
- (ix) After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle are open.
2. Select "EVEN" of the company for which you wish to cast your vote during the e-Voting period.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting the appropriate option i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

m. General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to krupa@krupajoisar.com with a copy marked to [\[nsdl.com\]\(http://nsdl.com\). Institutional shareholders can also upload the Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.](mailto:evoting@</div><div data-bbox=)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep the password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, please go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any query, please refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com

n. Others:

Mandatory updation of PAN, KYC, Nomination and Bank details: Members holding shares in physical form.

1. Members holding shares in physical form are requested to note that in terms of Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. Members may contact the Company's RTA for assistance in this regard.
2. Members may further note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on Company's website at <https://www.ltimindtree.com/investors/investor-services/> and on the website of MUFG Intime India Private Limited at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html. It may be noted that any service request can be processed only after the folio is KYC compliant.

o. Queries/grievances, if any, connected with the Postal Ballot may be addressed to:

- i. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar and Share Transfer Agent, Unit- LTIMindtree Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, India. Tel: 022-4918 6270, Email: ail rnt.helpdesk@in.mpms.mufg.com or by logging in at web portal www.in.mpms.mufg.com.

- ii. In case of any queries, you may refer the frequently asked questions ("FAQs") for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call at nos. 022 - 4886 7000 or send a request at evoting@nsdl.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Appointment of Mr. Venugopal Lambu (DIN: 08840898) as the Managing Director

Pursuant to Sections 102 and 110 of the Act, the following statement sets out material facts relating to the appointment of Mr. Venugopal Lambu (DIN: 08840898) as the Managing Director of the Company, not liable to retire by rotation.

Members vide a Postal Ballot Notice dated 20 March 2025, the results whereof was declared on 21 April 2025, inter-alia, had approved the appointment of Mr. Venugopal Lambu as the Whole-time Director (designated as CEO-Designate), liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from January 24, 2025 to January 23, 2030 (both days inclusive) including the terms of remuneration thereof, subject to regulatory approvals, including that of the Central Government.

The appointment of Mr. Lambu as the Whole-time Director was approved earlier by the Members considering his deep understanding of the Company's business, culture and operations; his leadership skills for future growth, and his extensive experience in Information Technology, global client management, governance, and change management besides his past association with the Company and L&T group.

Mr. Debashis Chatterjee (whose original term of appointment was until November 13, 2025) had retired from his office as the Chief Executive Officer & Managing Director, effective the close of business hours of May 30, 2025. Further to this, the Board of Directors ("Board"), basis the recommendation of the Nomination and Remuneration Committee ("NRC"), subject to approval of Members and other regulatory approvals, approved the appointment of Mr. Venugopal Lambu as the Managing Director (designated as Chief Executive Officer) of the Company, not liable to retire by rotation, w.e.f. May 31, 2025 upto his original date of appointment as Director i.e. January 23, 2030 on such terms and conditions, including payment of remuneration as approved by the Members earlier i.e. on April 20, 2025.

Since his appointment, Mr. Venugopal Lambu was closely working with Mr. Debashish Chatterjee to ensure a smooth leadership transition. Basis his performance, the NRC & Board approved & recommended for approval of members his appointment as Managing Director (designated as CEO) w.e.f. May 31, 2025 upto January 21, 2030 on existing terms and conditions including remuneration.

Mr. Lambu is not disqualified from continuing to act as a Director in terms of Section 164 of the Act nor is he debarred from continuing to hold the office of Director by virtue of any SEBI order or any other such authority. Considering his expertise and experience, the Board believes that Mr. Lambu's appointment as the Managing Director would be in the best interest of the Company and recommends the same for approval of Members by means of an ordinary resolution.

The Company has received requisite consents, declarations, disclosures etc. from Mr. Lambu in relation to his appointment. Pursuant to the above and in terms of Regulation 17(1C) of the SEBI Listing Regulations, approval of the Members is being sought for his appointment as Managing Director.

Since Mr. Lambu is not a resident of India, upon approval of Members to his appointment, the Company will initiate steps to seek further regulatory approvals, including submission of application to the Central Government.

Copies of the agreement and addendum thereto entered into with Mr. Lambu will be available for inspection by the Members during the period stated in the notes referred above.

Details of Mr. Lambu as required under the SEBI Listing Regulations and SS-2 are enclosed as **Annexure** to this Postal Ballot Notice.

Except Mr. Lambu and his relatives, none of the other Directors/Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary resolution set forth above for approval of Members.

By order of the Board of Directors
For **LTIMindtree Limited**

Sd/-

Angna Arora
Company Secretary and Compliance Officer
ACS 17742

Date: July 7, 2025

Place: Mumbai

ANNEXURE

Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 for a director seeking appointment

Brief profile:

	<p>Mr. Venugopal Lambu(‘Venu’) is a visionary leader with over 30 years of experience in driving strategy and hyper-growth in the technology and services industry. He has a proven track record of enabling businesses to transition to digital, building and managing high-performance teams, and executing successful business turnaround initiatives.</p> <p>A recognized thought leader, Venu has been a strong advocate for the value propositions of applications, cloud services, infrastructure, and edge computing. Passionate about AI adoption, he deeply believes that AI can unlock significant productivity across large enterprises. A strong believer in the power of people, Venu fosters a culture of empowerment, collaboration, and continuous learning.</p> <p>He is known for his ability to build high-performing teams that thrive on trust, innovation, and a shared vision for success. He is a member of the Forbes Technology Council and chairs multiple customer advisory councils across North America and Europe.</p> <p>Before rejoining LTIMindtree, Venu served as the CEO of Randstad Digital, the USD 3 billion digital arm of Randstad, focused in enabling digital talent across global clients and leveraging Global Capability Centers (GCCs) in India to drive revenue through a people-centric approach. During Venu’s prior association with the Company from October 2020 to Jan 2023, he led global markets, delivering consistent and profitable growth of 5 times, creating one of the industry’s best enterprise value creation case studies. In his earlier roles, he has also held leadership positions at Cognizant, HCL Technologies, and IBM. He holds a Bachelor’s degree in Electronics Engineering from the National Institute of Engineering, Mysore, India and General Management Certification from the London Business School.</p>
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Other details:

Name of the Director	Mr. Venugopal Lambu
DIN	08840898
Age (in Years)	53
Qualification	Refer brief profile as stated above
Experience and nature of expertise in specific functional area (brief resume)	
Date of first appointment on the Board	January 24, 2025
Terms and conditions of appointment	Terms and conditions of appointment are provided in the Explanatory Statement pursuant to Section 102 of the Act.
Details of remuneration proposed to be paid	Remuneration will be paid as approved by the Members vide Postal Ballot earlier on April 20, 2025.
Details of remuneration paid during FY25 (w.e.f. January 24, 2025 upto March 31, 2025)	INR 37.40 Million
Shareholding in the Company (number of shares as on the date of this Postal Ballot Notice)	7,128 equity Shares of Re. 1 each
Relationship with other Directors and Key Managerial Personnel (inter-se)	None
Number of Board Meetings attended during FY26 (upto the date of this Postal Ballot Notice)	2 out of 2
Directorships held in other companies* (upto the date of this Postal Ballot Notice)	NIL
Membership/Chairmanship of committees in all other public companies (upto the date of this Postal Ballot Notice)	NIL
Name of listed companies from which Director has resigned in past three years	LTIMindtree Limited

*Does not include foreign Companies.