



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Ref: No. ABCL/SD/MUM/2018-19/MAR/05

28th March, 2019

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor,
Plot. C/1, G-Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai 400 051

Scrip Code: 540691

Scrip ID: ABCAPITAL

Symbol: ABCAPITAL

Dear Sir/Madam,

Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSII)

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, please find attached the revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

The same has also been uploaded on the website of the Company at <https://www.adityabirlacapital.com/investor-relations/policies-and-codes>.

The above is for your information and record.

Thanking you,

Yours sincerely,

For **Aditya Birla Capital Limited**
(Formerly known as *Aditya Birla Financial Services Limited*)

Sailesh Kumar Daga

Sailesh Daga
Company Secretary

Encl: a.a.

Cc:

Luxembourg Stock Exchange
Market & Surveillance Dept.,
P.O. Box 165, L-2011 Luxembourg,
Grand Duchy of Luxembourg

Citi Bank N.A.

Depository Receipt Services
388 Greenwich Street
14th Floor, New York,
NY 10013



Citi Bank N.A.

Custodial Services

FIFC, 11th Floor, C-54 & 55, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

Listing Agent

Banque Internationale à Luxembourg SA
69 route d'Esch
L - 2953 Luxembourg
Grand Duchy of Luxembourg

Aditya Birla Capital Ltd.

(Formerly known as *Aditya Birla Financial Services Ltd.*)

One Indiabulls Centre, Tower 1, 18th Floor, Jupiter Mill Compound,
841, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013
+91 22 4356 7000 | (F) +91 22 4356 7111

abc.secretarial@adityabirlacapital.com | www.adityabirlacapital.com

Registered Office:

Indian Rayon Compound, Veraval - 362 266. Gujarat.
+91 28762 45711
CIN: L67120GJ2007PLC058890



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Aditya Birla Capital Limited
(formerly known as Aditya Birla Financial Services Limited)

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

(I) Preamble

It has been our constant endeavor to uniformly share relevant, sufficient and reliable information with all the stakeholders, about the Company. However, in order to promote and protect Company's and stakeholders interest, it sometimes becomes important to share information about the Company, which includes Unpublished Price Sensitive Information ('UPSI'), ahead of it being generally made available, with parties with whom the Company may wish to engage in order to enhance shareholders' value, without sharing the same with the stakeholders at large.

(II) Objective

This Code lays down the practices and procedures Aditya Birla Capital Limited (the 'Company') would follow in relation to dissemination of UPSI in accordance with the principles as laid down under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time.

(III) Company's policy on determination of legitimate purpose

The term 'Legitimate purpose' means sharing of information by the Company, in furtherance of the Company's and stakeholders interest, which includes sharing of UPSI with parties during substantial transactions such as takeovers, mergers and acquisitions involving trading in securities, change of control to assess potential investment or such other transactions as a Committee comprising of one Executive Director or Chief Executive Officer and one Independent Director may deem fit.

The person with whom the UPSI pertaining to the Company or its securities is shared shall be considered as 'Insider' under the SEBI (PIT) Regulations and shall also be required to abide by the Company's internal Code of Conduct prohibiting insider trading, which means they can trade in the securities of the Company only in accordance with Regulations 3 and 4 of the SEBI (PIT) Regulations and the Company's Code of Conduct. In addition to the above, the said Insider would also be bound by the terms of the Confidentiality and Non-Disclosure Agreement executed with the Company.

In the event the Board of Directors ('Board') is of informed opinion that the information with respect to the aforesaid transactions is credible and concrete to be generally made available, it will make a public disclosure of the same through the stock exchange mechanism, where the securities of the Company are listed, followed by a disclosure on its website.





(IV) Legal Obligations

Other than the cases as stated above, in furtherance of its legal obligations, the Company may be required to share UPSI with the Regulatory Authorities and/or Persons, in the events such as:

- a. While the Company is evaluating various corporate actions, it may have to seek informal opinion/views from the Regulators, seek such approvals or regulatory exemptions, as may necessary to consummate the corporate action;
- b. Arising out of legal obligations to report to the various authorities under applicable laws or otherwise
- c. Arising out of legal obligations to undertake compliance of the provisions of law such as Companies Act, 2013, Accounting Standards, Competition Act, etc.;
- d. In order to protect the vital interest of the Company during litigation.

The Company while submitting the aforesaid information to the Regulators, although will claim confidentiality over the UPSI shared, however, it would not have visibility nor control over any further dissemination of information by such Regulators.

(V) Dissemination of UPSI and Chief Investor Relation Officer

The Compliance Officer of the Company shall be the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

The Company is committed to prompt and fair disclosure of UPSI to all the stakeholders, however in the event there is an accidental or inadvertent disclosure of UPSI by the officers of the Company, the Compliance Office shall forthwith generally make available the said information.

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Footnotes:

- *This Code is effective from 1st April, 2019 and supersedes the Company's existing Code.*
- *Words and expression used herein and not defined shall have meaning ascribed to them under the SEBI (PIT) Regulations.*
- *In the event the terms of this Code differ from any applicable law for the time being in force, the provisions of such applicable law shall take precedence over this Code.*

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