

# Code of Practices and Procedures for Fair Disclosures of UPSI

Aditya Birla Capital Limited

**Aditya Birla Capital Limited**

**Corporate Office:**

One World Center, Tower 1, 18<sup>th</sup> Floor, Jupiter Mill Compound,  
841, Senapati Bapat Marg, Elphinstone Road, Mumbai, Maharashtra - 400 013  
Tel: +91 22 6723 9101 | [abc.secretarial@adityabirlacapital.com](mailto:abc.secretarial@adityabirlacapital.com) | [www.adityabirlacapital.com](http://www.adityabirlacapital.com)  
For customer care and other queries : [care.finance@adityabirlacapital.com](mailto:care.finance@adityabirlacapital.com)  
Toll-free no.: 1800-270-7000

**Registered Office:**

Indian Rayon Compound,  
Veraval, Gujarat - 362 266  
Tel: +91 28762 43257  
CIN: L67120GJ2007PLC058890

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## Document Owner, Version Control & Review Process

Particulars	Details
Version Control	This version dated March 31, 2025 is the Code of Practices and Procedures for fair disclosures of UPSI of Aditya Birla Capital Ltd. The Policy may be reviewed/modified if warranted by changing regulatory requirements.
Effective Date of the policy	01-April-2019
Version No.	ABCL Code for fair disclosure of UPSI Policy/01/04/25/3.0
Document owner(s)	Company Secretary – Aditya Birla Capital Ltd.
Reviewer	Audit Committee
Process for any modification/revision	Any modifications/revisions in this document shall be approved by Board of Directors.

## 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and stakeholders interest, it sometime becomes important to share information about the Company, which includes Unpublished Price Sensitive Information ('UPSI'), ahead of it being generally made available, with parties with whom the Company may wish to engage in order to enhance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.

## 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.

## 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.

## 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.

## Dissemination of UPSI and Chief Investor Relation Officer

The Chief Strategy Officer & Head Investor Relations of the Company shall be the Chief Investor Relations Officer. The Compliance Officer and Chief Investor Relations Officer shall severally 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:

- 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.