

ADITYA BIRLA



15th May, 2015

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Fax: 022-22723121/3719/2037/2039

The Secretary
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051
Fax: 022-26598237/8238

Dear Sirs,

Sub: **SEBI (Prohibition of Insider Trading) Regulation, 2015 – Code of Conduct.**

Scrip Code: BSE 500 303 NSE: ABIRLANUVO

- 1) With reference to the captioned subject, we wish to inform you that the Company has formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. A copy of the said Code is enclosed herewith.
- 2) Further, the Company has also formulated the Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

This is for your information and records

Thanking you.

Yours faithfully,

For **ADITYA BIRLA NUVO LIMITED**

Ashok Malu
Jt. President & Company Secretary

Encl. a.a.



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Corporate Finance Division
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**ADITYA BIRLA NUVO LIMITED**

Registered Office: Indian Rayon Compound, Veraval – 362266 (Gujarat)

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

(As approved by the Board of Directors of the Company on 14TH May 2015)

This Code is formulated on the principles, as set out in Schedule A to the SEBI (Prohibition of Insider Trading) Regulation, 2015.

Definitions:

1. **"Compliance Officer"** means any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI (Prohibition of Insider Trading) Regulation, 2015 and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in the SEBI (Prohibition of Insider Trading) Regulation, 2015, under the overall supervision of the Board of Directors of the Company.

2. **"Unpublished price sensitive information" ("UPSI")** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - v. change in key managerial personnel; and
 - vi. material events in accordance with the listing agreement





The Board of Directors have appointed Mr. Ashok Malu, the Company Secretary (*Compliance Officer*) as the Chief Investor Relations officer, who shall report to the Board of Directors, for the purpose of this Code.

The Compliance Officer shall ensure the following:

1. Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure;
3. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
4. Appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities;
5. The information shared with analysts and research personnel is not Unpublished Price Sensitive Information;
6. Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
7. Handling of all Unpublished Price Sensitive Information on a need-to-know basis

