

Aditya Birla Housing Finance Limited

**CODE OF CONDUCT
TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS
IN LISTED OR PROPOSED TO BE LISTED SECURITIES**

(as amended on July 17, 2025)

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1. Preamble

Trading in a Company's listed securities by any person based on certain inside information that is not generally available to the public, which can materially affect the securities price upon coming into public domain is known as 'insider trading'. Such insider trading may also distort price of the securities on the stock exchanges and the investor who does not have access to such insider information is placed at a great disadvantage. Needless to mention, this kind of profiteering by insiders, misusing confidential information available to them by virtue of their position or connection with the Company, erodes investors' confidence in the integrity of the management of the Company and is not only unethical and immoral but indeed illegal and can attract criminal liability.

Securities and Exchange Board of India has notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the SEBI (PIT) Regulations), which came into force on 15th May, 2015 and governs the law relating to insider trading in India.

2. Objective

The objective of this document is to give a basic understanding of the law relating to insider trading and to state “Aditya Birla Housing Finance Limited’s” (“the Company”) policy and code, for dealing in its securities for the benefit of and compliance by all concerned. It also includes the guidance to Designated Persons on the policy, pre-clearance/notification procedures to be followed at the time of trading in the securities of the Company and the option of formulation of Trading Plans pursuant to which trades may be carried out in the securities of the Company.

The restrictions in this Code, in certain cases, go beyond strict legal requirements and are intended to preserve the reputation of the Company and the individuals to which the Code applies. This Code is in addition to the Company’s ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’ which applies for dealing in the listed and proposed to be listed Securities of the Company.

3. Applicability

This Code shall be applicable to and binding on all the Designated Persons for trading in securities of the Company.

This “Code of Conduct to regulate, monitor and report trading by Designated Persons in listed or proposed to be listed Securities of “Aditya Birla Housing Finance Limited” (hereinafter referred to as “Code”) incorporates the amendments so as to align it with the SEBI (PIT) Regulations, as amended from time to time.

4. Definitions and Interpretations

(I) “Compliance Officer” means the Company Secretary of the Company or any senior officer of the Company as designated by the Board of Directors of the Company in accordance with provisions of the SEBI (PIT) Regulations.

(II) “Designated Persons” means

- (a) members of the Board of Directors and Key Managerial Personnel of the Company
- (b) Employees of the Company and
 - i. Job Band 7 and above;
 - ii. All the departments which have access to unpublished price sensitive information, such as Finance, Accounts, Audit, Taxation, Corporate Communication/Investor Relation, Corporate Finance Division, Legal and Secretarial functions of the Company, irrespective of their grade;
 - iii. any other employee designated by the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority;
 - iv. Any support staff, whether to the above function or not, who have access to unpublished price sensitive information;
- (c) All promoters and members of promoter group;
- (d) Insiders of Aditya Birla Group having access to unpublished price sensitive information related to the Company, such as Business Heads/Directors and persons identified by them having access to unpublished price sensitive information relating to the Company;
- (e) Fiduciaries such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company or have assisted or advised the Company in last six months;
- (f) Any other Insider, as the Compliance Officer deems fit and should be subject to this Code;
- (g) Immediate Relatives of all the designated persons specified in (a) to (f) above.

(III) **“Immediate Relatives”** means spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities of the Company.

(IV) **“Securities”** includes securities such as shares, Scrips, Stocks, Bonds, Derivatives, Debentures, Debenture Stock of the Company, which are listed on the stock exchange.

(V) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.

(VI) **“Trading in Securities”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, s and the term "trade" shall be construed accordingly.

For the avoidance of any doubt, it may be noted that dealings by a nominee on behalf of the Designated Person or dealings between Designated Persons or off-market dealings or transfers without consideration shall be construed as trading for the purposes of this Code.

(VII) **“Trading Window”** means the period other than the Restricted / Shut Period.

(VIII) **“Unpublished Price Sensitive Information” (“UPSI”)** means any information, relating to the 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 (award or termination of order/contracts not in the normal course of business) and such other transactions;
- v. change in key managerial personnel [, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;].

- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Save and except the terms defined herein above, all the other terms used but not defined shall have meaning ascribed to them under the SEBI (PIT) Regulation, Companies Act, 2013, the SEBI Act, the Securities Contract Regulation Act, SEBI (ICDR) Regulation, etc.

5. Compliance Officer

The Board of Directors vide board resolution dated appointed Company Secretary of the Company as the Compliance Officer for the purpose of this Code. The Compliance Officer shall be responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, pre-clearance of trades of Designated Persons, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors of the Company.

The Compliance Officer shall maintain a record of the designated persons and any changes therein, in accordance with the provisions of the SEBI (PIT) Regulations.

6. Communication and Restriction on Trading

A Designated Person:

- i. Shall handle the UPSI only on 'need to know basis' and shall at all-times maintain confidentiality of UPSI known to him.
- ii. Should not trade in the Securities of the Company at any time while he/she/it is in possession of any UPSI, save and except trades executed pursuant to the Trading Plan as approved by the Compliance Officer in accordance with clause 13 of this Code.

Any person with whom information is shared in furtherance of legitimate purpose, shall be considered as Insider and shall abide by the terms of this Code and those stipulated under the SEBI (PIT) Regulations.

Any information required to be shared arising out of legal obligations, should be undertaken only in consultation with the Compliance Officer, General Counsel and Senior Management of the Company.

The Compliance Officer shall ensure that necessary internal controls are in place to protect the personal information of Designated Persons (natural person) under applicable Data Protections Laws.

The Compliance Officer shall maintain a structured digital database (SDD) containing the nature of UPSI, the names of such persons who have shared the UPSI and also the names of such persons with whom UPSI

is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. For the purpose of above, the CEO / Business Head shall provide the Compliance Officer with the required details for maintaining the structured digital database.

In addition, one shall not trade in the securities of any other listed company with whom the officers of the Company are in discussions with in relation to any proposed acquisition/sale/any corporate action, which is not generally known to the public and you are privy or have access to such information on account of your relationship with the Company.

7. Trading Period

Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities of the Company.

Unless otherwise specified by the Compliance Officer, the Trading Window for Trading in Securities of the Company shall be closed for the Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have access to UPSI, including for the following purposes-

- a. declaration of financial results,
- b. declaration of dividends,
- c. change in capital structure,
- d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions and
- e. changes in key managerial personnel,

Restricted/Shut Period

In respect of announcement of Quarterly/ Half Yearly/ Yearly Financial Results by the Company, Restricted/Shut Period would commence from 1st of the month subsequent to close of the respective quarter/half year/ year and would be in force till 48 hours after the announcement of Financial Results for respective quarter/half year / year is made public by the Company.

In relation to matters referred to in (c) & (d) above, the Managing Director/ Chief Executive Officer/Senior Leader of Aditya Birla Group shall well before initiation of such activity/ project, form a core team of Persons who would work on such assignment. The Managing Director/ Chief Executive Officer/Senior Leader of Aditya Birla Group shall also designate a senior employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI

regarding the activity /project is made generally available or the activity/project is abandoned and the Trading Window during such period would be regarded as closed for them.

Such core team may share information related to the activity/project with any other person only on a 'need to know' basis for any advice or guidance required from such persons, provided that such persons are made bound by confidentiality or non-disclosure agreement and also undertake to comply with the SEBI (PIT) Regulations.

The Trading Window shall be opened 48 (Forty-Eight) hours after the information referred to above becomes generally available.

All the Designated Persons and their immediate relatives shall strictly conduct trading in the Securities of the Company only when the Trading Window is open and no Designated Person and their immediate relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

Designated persons/Insiders shall not indulge in insider trading on the basis of having access to any UPSI for a period of 6 months, from the date of cessation of his/her employment / disassociation with the Company.

No trading restriction shall apply to the securities being acquired under Rights Issue, participation under Buyback Scheme and exercise of Stock Options granted under any Employee Stock Option Scheme ("ESOS") of the Company, or those issued by the Company arising out of the legitimate purpose of the Company (as further elucidated under the Code of Conduct for Fair Disclosure of UPSI).

8. Pre-clearance of Trades

All Designated Persons (Including their immediate relative) who intend to trade in the Securities of the Company and the cumulative trading, whether in one transaction or a series of transactions in any financial year exceeds Rs. 10 lakhs (market value), should seek pre-clearance for such transactions. These transactions shall take place only in period other than the Restricted/ Shut Period.

9. Procedure for pre-clearance of Trade

An "Application for pre-clearance" shall have to be made in the enclosed **Form G**, to the Compliance Officer, along with:

- (a) a "Statement of Shareholding at the time of Pre-Clearance" in the enclosed **Form E**; and

(b) an Undertaking in the enclosed **Form H**.

The Compliance Officer shall seek declarations, prior to approving any trades, to the effect that the applicant for pre-clearance is not in possession of any UPSI.

No Designated Person shall apply for pre-clearance of any proposed trade if he is in possession of UPSI even if the trading window is open.

10. Approval by Compliance Officer

All requests for approval shall be sent to the Compliance Officer of the Company and the Compliance Officer is obliged to respond within 3 (three) working day from the receipt of request for approval. In the absence of any response from the Compliance Officer within 3 (three) working day, the person concerned can proceed with the transaction. However, the requirement of reporting transaction to the Compliance Officer remains.

It must be understood that the pre-clearance is one of the safeguards for avoiding Insider Trading. However, any transaction which fulfils the attributes of Insider Trading even after pre-clearance will not absolve the Designated Person from such liability, nor will make the Company party to such Insider Trading.

11. Execution of Transaction for which pre-clearance has been sought

The Designated Person of the Company shall execute the transaction for which pre-clearance has been sought within 7 (seven) trading days after the approval of pre- clearance (both days inclusive).

If the transaction is not executed within 7 (seven) trading days after the approval is given, fresh pre-clearance would be needed for the transaction to be executed.

12. Holding Period/ Contra trade

No Designated Person shall undertake contra trade i.e. enter into an opposite transaction during the next 6 (six) months following the prior transaction.

However, the restriction on contra trade shall not apply to:

- (a) Exercise of the Stock Options under the Company's ESOS;
- (b) Sale of shares acquired under the Company's ESOS, provided that designated person is not in possession of UPSI at the time of sale;
- (c) Buy- back offers, open offers, exit offers, rights issues, follow-on public offers, bonus, etc. of the Company or arising out of legitimate purpose of the Company.

The Designated Person, who wish to execute a contra trade, shall make an “Application for waiver of minimum holding period” in the enclosed **Form F**, to the Compliance Officer of the Company. The Compliance Officer on receipt of such application, is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate the SEBI (PIT) Regulations.

13. Trading Plan

The SEBI (PIT) Regulations envisages the concept of formulation of a “Trading Plan” whereby Insiders, who may be perpetually in possession of UPSI, can plan for trades to be executed in the future in pursuance of a pre-determined trading plan and thus enable them to trade in securities in a compliant manner in accordance with the SEBI(PIT) Regulations.

Formulation of Trading Plan

An Insider shall formulate the trading plan subject to compliance with the following provisions:

- (a) Commencement of trading under the trading plan shall not take place earlier than 120 calendar days [one hundred and twenty calendar days] from the public disclosure of the plan;
- (b) There shall be no trading in the securities of the Company from the quarter end to two days after declaration of quarterly result,
- (c) There shall be no overlap with any period for which another trading plan is in place.
- (d) The trading plan should set-out of the following parameters for each trade to be executed:
 - i. Either value of trades to be effected or the number of securities to be traded;
 - ii. Nature of the trade i.e. acquisition/disposal;
 - iii. Either specific date or time period not exceeding five consecutive trading days;.
 - iv. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto 20% (twenty per cent) higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto 20% (twenty per cent) lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
 - (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
 - (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.
- (e) Trading plan should not entail trading in securities for market abuse.

The Insider shall present the formulated Trading Plan to the Compliance Officer (as per the specimen enclosed) for approval and public disclosure.

The implementation of the trading plan shall not be commenced if any UPSI in possession of the Insider, at the time of formulation of the plan, has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information.

14. Approval of Trading Plan by the Compliance Officer

1. The Compliance Officer shall:
 - (a) review the trading plan to assess whether the plan would have any potential for violation of the SEBI (PIT) Regulations;
 - (b) seek express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan;
 - (c) seek declarations from the Insiders that they are not in possession of UPSI or for ensuring that any UPSI in their possession will become generally available before they commence executing his trades.
2. The trading plan once approved shall be irrevocable and the Insider has to mandatorily implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.
3. If the insider has set a price limit for a trade, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
 - (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
 - (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
 - (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.
4. No application should be made for pre-clearance of trades during the shut period.
5. The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

15. Disclosure of trading by certain persons

The Company is required to obtain disclosures from certain persons. The Compliance Officer shall maintain the disclosures received under this clause for a period of 8 years from the date of disclosure.

(I) Initial Disclosure:

- (a) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a promoter or a member of the promoter group, shall disclose their holding of securities of the Company and also that of their Immediate Relatives as on the date of appointment or becoming a Promoter, to the Company within 7 days of such appointment or becoming a Promoter or a member of the promoter group in the enclosed **Form B**.

(II) Continual Disclosure:

- (a) Every Designated Person shall disclose to the Company the number of securities acquired or disposed of within 2 (two) trading days of such transaction if the value of securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of 10 (ten) Lakh Rupees, in the enclosed **Form C**.
- (b) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this clause, provided that trading in derivatives of securities is permitted by any law for the time being in force.
- (c) The disclosures to be made under clause (a) above shall include those relating to trading by such person's immediate relatives and by any person for whom such person takes trading decisions.
- (d) Every company shall notify the particulars of such trading to the stock exchange on which the securities of the Company are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.

Notwithstanding the above, the Promoters, Promoters Group, KMP and directors of the Company shall make disclosures to the Company in the enclosed **Form C**, even if the trading is within the abovementioned limits.

16. Disclosure by Designated Person

(I) One time

The Designated Person shall disclose the following information, within 15 days from the date on which this code shall become effective, in Annexure -1 to the Company:

- (a) the name of educational institutions from which designated persons have graduated; and
- (b) names of all their past employers.
- (c) name of immediate relatives / Persons with whom such designated person shares a Material Financial Relationship along with their Permanent Account Number or any other identifier authorised by law; phone and mobile number.

(II) Annual Disclosure

The Designated Person shall disclose the following information, within 30 days from the end of every Financial Year, to the Company in Annexure -2 to the Company.:

- (a) Name of Immediate Relatives;
- (b) Persons with whom such designated person shares a Material Financial Relationship;
- (c) Permanent Account Number or any other identifier authorized by law of (a) and (b) above;
- (d) Phone, mobile and cell numbers of (a) and (b) above.

Explanation: “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

(III) Continual Disclosure

The Designated Person shall within 15 days disclose to the Compliance Officer, any change to the information as provided under the above clause 16(II), in Annexure -2.

17. Review by Audit Committee

The Audit Committee of the Company at the beginning of each financial year shall review the compliance of the provision of this Code and the SEBI (PIT) Regulations and also verify the adequacy and effectiveness of the internal controls in place to ensure compliance of the SEBI (PIT) Regulations.

18. Review by the Board of Directors of the Company

The Board of Directors of the Company at the beginning of each financial year shall review compliance of this Code and in specific Regulation 9 & 9(A) of the SEBI (PIT) Regulations.

19. Actual or suspected leak of UPSI

On becoming aware of actual or suspected leak of UPSI of the Company by any Promoter, Director, Key Managerial Person, Insider, employee, other Designated Person, support staff or any other known or unknown person, the concerned person shall inform to the Compliance Officer who in turn will intimate the Managing Director/CEO of the Company.

The Board, if required may seek help of external agencies or set up an internal committee of directors

and/or senior managers, however chaired by an Independent director to carry out inquiry in relation to leak or suspected leak of UPSI/ potential breach of this Code and/or the SEBI (PIT) Regulations by the suspected Designated Person(s).

The Designated Person(s) are expected to co-operate and make themselves available for any inquiries as may be initiated against them, failure to do so shall attract strict disciplinary actions.

Any person who whistle-blow leakage or suspected leakage of UPSI shall be provided adequate protection in accordance with the Whistle Blower Policy of the Company.

20. Penalty for contravention of the Code

Failure to comply with this Code is a serious offence and any Designated Person who violates the provisions of this Code shall be liable for one or more penal/disciplinary/remedial action as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board”).

The Board while deciding the level of sanctions may take into account factors such as knowledge of price sensitive information, level of management responsibility of the individual concerned, numbers of securities transacted, nature of breach, whether the breach occurred as a result of deliberate intent or not.

Notwithstanding the sanctions/disciplinary action the Regulator may take, depending on the severity of breach, the Board may apply one or more of the following sanctions:

- a. Verbal Warning
- b. Written Warning
- c. Monetary Fine equivalent to Rs. 1,00,000 (Rupees One Lakh Only) or two times of the amount of profits made or losses avoided due to the act of insider trading, whichever is higher. The Designated Person shall contribute the said amount towards CSR activities of his/her/its choice but within the domain of the activities as stipulated in Company’s CSR policy.
- d. Internal Action, e.g. suspension, wage freeze (including increment/promotion) change in role, job level/claw back of bonuses/salary paid in the previous years
- e. Employment Termination

The Board, considering the nature and severity of the breach, may decide to report any such leak/suspected leak of UPSI, breach of the Code and action taken by the Company to SEBI.

The above actions of Company will be without prejudice to any civil or criminal action that the

regulatory authorities may initiate against such Designated Person.

21. General Guidelines

- (a) Each person shall voluntarily furnish to the Compliance Officer the relevant information in the form of initial disclosure and continual disclosure **without any request or reminder**.
- (b) UPSI known to you or to which you have access to, shall not be divulged to any person to trade on your behalf or on behalf of himself.
- (c) All disclosures and all applications for pre-clearance shall be made by the concerned person **ONLY** to the Compliance Officer of the Company.

22. Queries/Consultation

Any person, to whom this Code applies, and who has any doubt as to interpretation of any Clause of the Code, should at all times consult the Compliance Officer. All communications under this Code should be addressed to the Compliance Officer.

23. Disclaimer

THIS CODE IS ONLY AN INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY INSIDER OR DESIGNATED PERSON IS REQUIRED TO FAMILIARISE HIMSELF WITH THE SEBI (PIT) REGULATIONS. UNDER THE SEBI (PIT) REGULATIONS THE ONUS IS ON THE INSIDER TO PROVE HIS INNOCENCE.

PLEASE NOTE THAT IN CASE THE SEBI (PIT) REGULATIONS OR ANY STATUTORY PROVISIONS ARE MORE STRINGENT THAN THOSE CONTAINED IN THE CODE, THE SEBI (PIT) REGULATIONS/ STATUTORY PROVISIONS WILL PREVAIL.

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the
company]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ Promoter Group/ KMP / Directors/ Immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants,	No.	
1	2	3	4	5

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name &

Signature:

Designation:

Date

:

Place

:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

**[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a
director/KMP/Promoter/ Promoter Group]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of Promoter Group of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN , CIN/DIN & Address with contact nos.	Category of Person (Promoters/ Promoter Group/ KMP / Directors/ immediate	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ Promoter Group/appointment of Director/ KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible	No.	
1	2	3	4	5	6

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of Promoter group of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/ Member of Promoter Group, appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ member of Promoter Group/ appointment of Director/KMP		
Contract specifications	Number of units	Notional value	Contract specifications	Number of units	Notional value
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name &

Signature:

Designation:

Date:

Place:

FORM C

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read
with Regulation 6(2) – Continual disclosure]**

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Designated Person of a listed company and other such persons as mentioned in Regulation 6(2).

Name, CIN/DIN, & with contact nos.	Category of Designated Person (Promoters/ Promoter Group/ KMP/ Directors/ Immediate relative	Securities prior acquisition disposal		Securities acquired/				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition shares/ sale of shares specify		Date intimation company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / of market/
		Type	No. and %	Type of securities, Conversion Debentures etc.)	No.	Value	Transaction Type (Buy/ Invoke	Type of security (For eg. – Debenture etc.)	No. and % of shareholding/ Debenture holding	From	To		

1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Designated Person of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units	Notional Value	Number of units	
15	16	17		19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name &

Signature:

Designation:

Date:

Place:

**FORM D (Indicative
format)**

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other insiders as identified by the company

Details of trading in securities by other insiders as identified by the Company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/public/ rights/Preferential offer / off market/ Inter-se
		Type of security (For eg. Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/)	Type of security (For eg. – Shares, Debenture etc.)	No. and % of shareholding/Debt	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives by other insiders as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units	Notional Value	Number of units	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:

Signature

:

Place:

FORM E

Statement of shareholding at the time of Pre-Clearance

(for all transactions of value exceeding Rs. 10 lakhs (market value), in one transaction or over a series of transactions during the financial year)

To: The Compliance Officer

(Name & address of the Company)

1. Details of Shares held by the Designated persons of the Company*:

Name		No. of Shares held	Nature of transaction for which approval is sought (Sale / Purchase)	No. of shares to be dealt with	Value (Rs.)	Folio No. / Client ID No. & DP ID No.

2. Details of Shares held by Immediate Relatives and/or Persons for whom trading decisions are taken by the designated persons of the Company:

Name	Relation		No. of Shares held	Nature of transaction for which approval sought (Sale /Purchase)	No. of shares to be dealt with	Value (Rs.)	Folio No. / Client ID No. & DP ID

Name &

Signature:

Designation:

Division of the Company:

***including shares held in Joint Names**

Declaration in the case of Sale

I declare that I have complied with the requirement of the minimum holding period of 6 months in respect of the shares sold

Declaration in the case of Purchase

I declare that I have not sold any shares of the Company during 6 months prior to the date hereof

Date of Disclosure

FORM F

**Application for waiver of minimum holding
period**

To, The Compliance Officer (Name & address of the Company)	From: Name, Designation & Address of the applicant
---	---

Date: _____

Dear

Sir,

Through His / Her Division/Department Head

I request you to grant me waiver of the minimum holding period of 6 months as required under the Code of prohibition of Insider Trading with respect to __shares of the Company held by me/ _____(name of relative) singly/jointly acquired by me on _(date).

I desire to sell said shares on account of _____(reason to be clearly specified with supporting document viz. Medical certificate, marriage card, etc as applicable).

Thanking You

Yours Faithfully,

(Name of the applicant)

Date :

Encl.

a.a.

Name & Signature of the Division
Head

PRE-CLEARANCE ORDER

Your request for sale of _____(nos.) of shares of _____the Company as mentioned in your above application is approved.

Please note that the said transaction must be completed within 7 trading days from today. Please confirm on completion of the said transaction.

Date:
Limited

For Aditya Birla Housing Finance

Compliance Officer

FORM G

APPLICATION FOR PRE-CLEARANCE

**(for all transactions of value exceeding Rs. 10 lakhs (market value) in one transaction or
over a series of transactions during the financial year)**

To, The Compliance Officer (Name & address of the Company)	From: Name, Designation & Address of the applicant
--	---

Dear Sir,

With reference to the Code of the Company, I seek your approval to subscribe to / agree to subscribe to / purchase / sell / deal in __ (nos.) equity shares of the Company for an amount not exceeding Rs. _____.

The statement of shareholding in Form "E" as on _____ and Undertaking in the prescribed format are enclosed for your perusal in this connection.

Date:

Signature:

PRE-CLEARANCE ORDER

This is to inform you that your request for trading in __ (nos.) of shares of the Company as mentioned in your above application is approved. Please note that the said transaction must be completed within 7 trading days from the date of this pre-clearance order.

Date:

For Aditya Birla Housing Finance Limited

Compliance Officer

CONFIRMATION OF

DEAL

(To be given within 1 working day of the transaction)

To:

The Compliance Officer

(Name & address of the Company)

I confirm that the share trading for which approval was granted _____ on____was
completed on

_____(date) by purchasing / selling/____(nos.) of Equity Shares of the Company at a value of Rs.
_____(Rupees_____only).

Date:

Name & Signature:

FORM H

**Undertaking to be submitted along with the application for pre-clearance
(for all transactions of value exceeding Rs. 10 lakhs (market value), in one transaction or over a
series of transactions during the financial year)**

To, The Compliance Officer (Name & address of the Company)	From: Name, Designation & Address of the applicant
---	---

I, _____ (Name & Designation) residing at _____, am desirous of trading in _____ (nos.) shares / securities of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

As required by the Code for prohibition of Insider Trading, I hereby state that:

1. neither do I have access to nor do I have any information that could be construed as “Price Sensitive Information” as defined in the Code up to the time of signing this undertaking;
2. In the event that I have access to or receive any information that could be construed as “Unpublished Price Sensitive Information” as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
3. I have not contravened the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended as on date or the Code of Conduct for prohibition of Insider Trading as notified by the Company from time to time.

4. I have made full and true disclosure in the matter.

5. I have following folios with the Company/ Client ID A/c Nos:-

Sr. no.	Name of Holder/Joint Holder	DP ID and Client ID or Folio No.	No. of shares held

Date:

Signature:

TRADING APPROVAL FORM

Date:

To,

The Compliance Officer,

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct**, I seek approval to purchase / sale/ etc. _____ (nos.) _____ (securities, For e.g.: equity/preference shares etc.) of the Company as per details given below:

1.	Name of the Applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.)	
5.	The Trading Plan is for	(a) Purchase of securities (b) Sale of securities
6.	Proposed dates of trading in securities	
7.	Value or number of securities proposed to be acquired/sold	
8.	Whether the proposed transaction will be through stock exchange or off-market deal	
9.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Approved or Disapproved

Date of Approval: _____

Signature: _____ Name: _____

Compliance Officer Approval _____

Date of Approval-----

Effective Date to commence trading-----

(The approval is subject to the following conditions, as specified in the Annexure)

Annexure

- i. Trading Plan should be submitted for a minimum period of 12 months.
- ii. No overlapping plan shall be submitted with the existing submitted plan by the Insider.
- iii. Trading shall commence after 6 months from the public disclosure of the plan by compliance officer.
- iv. No trading shall be undertaken between period from the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results.
- v. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. (Except in few case like where insider is in possession of price sensitive information at the time of formulation of the plan and such information has not become generally available at the time of the commencement of implementation).
- vi. Any transaction which is falling within the provisions of Insider Trading even after the approval is granted shall not absolve the Insider from liability under the SEBI (Prohibition of Insider Trading), 2015 and the Company shall not be held liable nor will be recognised as party to such Insider Trading.
- vii. Implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer of the company shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid aviolation of SEBI (Prohibition of Insider Trading), 2015.

EXPRESS UNDERTAKING

In relation to the above transaction, I undertake that:

I, _____, _____ of the Company residing at

_____, am desirous of trading in securities of the Company as mentioned in my application dated _____ for trading plan.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "**Unpublished Price Sensitive Information**" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes generally available.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 2 days of execution of the transaction. I declare that I have made full and true disclosure in the matter.

Date:

Signature:

* Indicate number of shares/securities

Annexure -1

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 14 – One Time disclosure]

Name of the company: _____

ISIN of the company: _____

Details of Designated Person

Category of Designated Person (Promoters/ Promoter Group/KMP / Directors/others/ their immediate relative etc)	Names of all past employers	Name of educational institutions from which graduated

Name &

Signature:

Designation:

Date:

Place:

Annexure -2
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Annual/Continual Disclosure]

Name of the company: _____

ISIN of the company: _____

Details of immediate relative (s) or person sharing Material Financial Relationship with Designated Person

Name of Person who are immediate relative (s) or shares a Material Financial Relationship* with Designated Person	PAN/any other identifier authorized by law and Contact/Mobile No.

***Material Financial Relationship** means where the designated person has given a sum via gift, loan etc, equivalent to 25 percent of his annual income in the last 12 months to another person but shall exclude relationships in which the payment is based on arm's length transactions.

Name :

Signature:

Designation:

Date:

Place:

Aditya Birla Housing Finance 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 Housing Finance 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 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.

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.

