

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Aditya Birla Sun Life Insurance Company Limited

CODE OF CONDUCT - INVESTMENT OPERATIONS

CONFIDENTIAL

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Owner of the Document	Company Secretary (Compliance Officer)
Version	8.0
Date	October 21, 2021

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

© Aditya Birla Sun Life Insurance Company Limited

All rights reserved. No part of this document may be reproduced, stored in a retrieval system or transmitted in any form, or by any means, electronic, mechanical, photocopying, recording or otherwise without the prior permission in writing of Aditya Birla Sun Life Insurance Company Limited.

Version Control Chart

Version No.	Date	Prepared/ modified by	Details/ Overview of the changes
2	June 26, 2008	Keerti Gupta (approved at the IC meeting on July 31, 2008)	Revamped
3	August 31, 2010	Shafaly Kothari (approved at the IC meeting on August 31, 2010)	Modification in the definition of Securities
4	July 27, 2012	Shafaly Kothari (approved at IC meeting on July 27, 2012)	Initial Disclosure period increased from 7 to 15 working days.
5	April 1, 2013	Risk Management	To modify in line with SEBI (Insider Trading) Regulations, 1992
6	October 23, 2013	Risk Management	To incorporate best market practices.
7	November 05, 2014	Risk Management	Review and incorporate best market practices.
7.1	October 23, 2015	Risk Management	Review
7.2	October 21, 2016	IMO	Modification of Pre-Clearance Norms.
7.3	October 24, 2017	Risk Management	Review
7.4	October 22, 2018	Risk Management	Review

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

7.5	October 18, 2019	Risk Management	Review
7.6	January 20, 2020	Risk Management	Review
7.7	January 21, 2021	Risk Management	Review
8.0	October 21, 2021	Secretarial Team	Compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Table of Contents

Sr. No.	Particulars	Page No.
1.	The Code and its Objective	6
2.	Definitions <ul style="list-style-type: none">❖ 'Access Person'❖ 'Company'❖ 'Compliance Officer'❖ 'Direct Access Person'❖ 'Deemed Access Person'❖ 'Dealing in Securities'❖ 'Securities'	7-9
3.	Preservation of "Price Sensitive Information"	9
4.	Prevention of misuse of Price Sensitive Information	9-11
5.	Reporting Requirements <ul style="list-style-type: none">❖ Initial Disclosures❖ Event Based Disclosures❖ Yearly Disclosures	11-12
6.	Authority to BLI for seeking information from DP/ brokers	12
7.	Contravention of the Code	13
8.	Miscellaneous Provisions	13-4
9.	Review of the Code	14
10.	Annexures & Forms	14-15

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

1. The Code and its Objective

Aditya Birla Sun Life Insurance Company Limited (the Company) endeavors to preserve the confidentiality of price sensitive information and misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

The purpose of this Code of Conduct is to support the Company's Code of Conduct in its commitment to fair dealing and integrity on the part of the Company and its employees and to ensure compliance with Regulation 4 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 or any other applicable provision as amended from time to time. In particular it is aimed at ensuring that the valid interests of the Company and its customers always take precedence over the personal interests of employees.

Every Access Person (as defined hereunder) of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his work at the Company. No Access Person may use his position or knowledge of undisclosed price sensitive information or ABSLI confidential information during his employment/association with the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, the Company hereby notifies that this Code of Conduct-Investment Operations be followed by all Access Persons of the Company.

The Code of Conduct is bifurcated as 2 parts as follows:

- Part A - Process to be followed for dealing in the Securities by the access person of the Company;
- Part B - Framework to avoid insider trading and abusive self-dealing in the Securities the Company.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Part A

Process to be followed for dealing in the Securities by the access person of the Company

2. Definitions

2.1 Unless the context otherwise requires or unless otherwise defined or provided for herein, the capitalised terms used in this Code shall have the following meanings:

'Access Person' means any person who is " Direct Access Person" or a "Deemed Access Person" and who is reasonably expected to have access to unpublished price sensitive or company's trade related information in respect of securities of a company or who has received or has had access to such unpublished price sensitive or company's trade related information in the course of his employment with the Company;

'Company' means Aditya Birla Sun Life Insurance Company Limited;

'Compliance Officer' mean any designated person/persons as Appointed by Investment Committee from time to time.

'Direct Access Person' means any person who

- is a member of the Investment Committee of the Company; or
- an officer or employee associated with the Investment Operations of the Company
- Compliance officer of this code and the team supporting him on this
- All remaining Leadership Team members of ABSLI
- any other person as may be notified by the Compliance Officer from time to time

'Deemed Access Person' means and includes

- Family Members of Direct Access Person viz Siblings , spouse and dependent children;
- HUF of the Direct Access Person in which he is the Karta or co-parcener;
- any other person/relationship as may be notified by the Compliance Officer from time to time

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

- any other relationship where the access person has the either the decision making or influencing authority

'Dealing in Securities' means buying, selling or agreeing to subscribe, sell or deal in any securities either as principal or agent and includes exercising of options;

'Securities' shall mean and include the following:

- Shares (Equity)
- Convertible Debentures
- Purchase rights renunciations
- PMS discretionary

- Note: - Dealing in IPO, index derivatives, ETFs & MF are not covered under this policy. Trading in stock derivatives (Futures and Options) of any nature is strictly prohibited. Additionally, access persons and deemed access person is exempted for trading in the securities Offered for Sale (OFS). Once ESOP is exercised and credited in Demat account, it will be treated as equity holding.

2.2 Interpretation

In this Code, unless the context otherwise requires:

- words of any gender are deemed to include the other gender;
- words using the singular or plural number also include the plural or singular number, respectively;
- the terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words refer to this entire Code;
- headings, sub-headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;
- reference to any legislation or law or to any provision thereof shall include references to any such law as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision;
- any term or expression used but not defined herein shall have the same meaning attributable to it under applicable law;

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

- the Annexure & Forms appended hereto shall form an integral part of this Code; and
- references to the word “include” or “including” shall be construed without limitation.

3. Preservation of “Price Sensitive Information”

3.1 An Access Person shall maintain the confidentiality of all Price Sensitive Information and must not pass on such information directly or indirectly by way of making a recommendation for the purchase or sale of securities.

3.2 Price Sensitive Information is to be handled on a “need to know” basis, i.e., Price Sensitive Information should be disclosed only to those within the organisation/firm who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

4. Prevention of misuse of Price Sensitive Information

An Access Person shall not use Price Sensitive Information to buy or sell securities of any sort, whether for their own account or their relative’s account. The following trading restrictions shall apply for trading in securities.

4.1 Preclearance & Exemptions

All access persons are required to take preclearance / disclose their holdings as per the below plan.

Group I	IC members, IFO, IMO, IBO, ICOC compliance officer and his team
Group II	All remaining Leadership Team members of ABSLI

Group I Access Person is required to seek a pre-clearance from the Compliance Officer for all securities transactions. A pre clearance requirement is exempted for securities belonging to NIFTY50 & BSE30 index where the trade values per scrip is less than Rs 50 lacs (both sale and purchase) in a financial year.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Group II Access persons are required to make disclosures as per para 5.1, 5.3 and 5.4. Group II Access persons shall at all times ensure that the trades made by them are based on public information only and there is no conflict. If at any point of time they believe their trade may be in conflict with ABSLI trade or they have any undisclosed price sensitive information, they must consult the Compliance officer and shall appropriately seek prior approval as per defined pre clearance process before initiating any trade and report as per para 5.2

Procedure for seeking pre-clearance

1. The pre-clearance request shall be made in the prescribed 'Form 2' and it shall be submitted to the Compliance Officer.
2. The Compliance officer shall consider and give his decision at earliest but not later than 24 hrs.
3. The approved pre-clearance requests must be executed within two trading days of approval, unless waived by the Compliance Officer. In case the execution is not possible in two trading days, the Access Person shall have to seek a fresh pre-clearance, if he requires;
4. Generally, pre-clearance will not be given:
 - (a) Within fifteen calendar days of completion of a Company's transaction in that security.
 - (b) ABSLI intend to trade in the security in next three trading days. CIO will inform about this intent, when sought, at the earliest but not later than twenty four hours to compliance Officer.
 - (c) In case of absence of CIO, the pre-clearance request may be approved by any person as nominated by CIO.

Research Analyst will not be allowed to trade within thirty days from the day of the research report prepared by the said analysts (who prepare research report of a listed company). All preclearance for Compliance Officer will be provided by Chief Executive Officer

Exemption: Any purchase resulting on account of any corporate action on the existing portfolio of the access person will not require pre clearance. The access person should report the same in the normal process of reporting

4.2 General Restrictions

Aditya Birla Sun Life Insurance Company Ltd.
+91 22 6723 9100
care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:
One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

1. The Access person is refrained from selling any security within 30 calendar days from the date of original purchase. In case of IPOs, the holding period would commence from the date of allotment. However, in case of utmost urgency or unavoidable circumstances, Access person can approach the Compliance Officer and submit '**Form 4**' for seeking a specific waiver.
2. Transactions in cash segment of short sale nature are prohibited. The purchase transactions have to be delivery based in cash segment. Buying securities for which delivery has not been taken is prohibited.
3. Front Running transactions are strictly prohibited. 'Front Running' means transacting in a security knowing fully well that the Company also intends to transact in the same security.
4. Self-Dealing transactions are also strictly prohibited. 'Self-Dealing' means trading in securities based on information, which is price sensitive, to which the Access Person has access by virtue of his office.
5. Access Persons are prohibited from passing on information to anybody inducing him to deal in securities that are dealt by the Company.
6. Analysts who prepare research report of a listed company shall not trade in securities of that company for 30 days from preparation of such report.
7. The onus of seeking approval / reporting will be on the Access Person and he/she have to confirm about not having any undisclosed price sensitive information and this trade in no way will jeopardize ABSLI interest.
8. Compliance Officer will prepare the quarterly report for all approval / reporting done for review within seven days of the end of that quarter.

5. Reporting Requirements

5.1 Initial Disclosures

1. Every Access Person on being designated as a Direct Access Person under this Code shall within 15 working days of he being so designated provide an undertaking in '**Annexure A**' to the Company that he has read this Code and shall abide by the terms and conditions of the Code at all times.
2. Every Access Person on being designated as a Direct Access Person under this Code shall, within 15 working days of he being so designated, further disclose to the Company, in '**Form 1**', the details pertaining to his investments and the investments of Deemed Access Persons, if any;

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

5.2. Event Based Disclosures:

1. **Pre-clearance:** Every Access Person comprising of Group I shall apply for pre-clearance in respect of dealing in any securities to the Compliance Officer in '**Form 2**'.
2. **After dealing in securities:** The Access Person comprising of Group I shall disclose to the Compliance Officer the details of his dealings in respect of securities within ten working days of the date of purchase in '**Form 3**'.
3. **Exceptional Circumstances:** An Access Person selling a security within 30 days of the purchase of the same under certain exceptional circumstances needs to obtain special approval from the Compliance Officer in '**Form 4**' stating reasons therefor;
4. **Special Events:** Details of application made by Access Person for certain special events like Preferential Allotment/Rights Issue/Rights Renunciation shall be provided to the Compliance Officer within 7 working days of making such application in '**Form 5**';

5.3 Annual Disclosures:

An Access Person and deemed access person shall disclose by 30th April of the details of his holdings as on the last day of the previous financial year, as per '**Form 6**'. Additionally, its mandatory to provide Demat statement/statements if the access person or deemed access person holds more than one Demat account.

5.4 Yearly Certificate:

An Access Person shall by 30th April provide a certificate and an undertaking in '**Form 7**' to the Company that he has abided by the terms and conditions of the Code for the previous financial year and that he has read this Code and shall abide by the terms and conditions of the Code for the forthcoming Financial Year.

6. Authority to BLI for seeking information from DP/ brokers

All access persons will authorize ABSLI or its authorized personnel to seek information from their DP and broker about their holding or trade details.

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

7. Contravention of the Code

Any Access Person who acts in contravention of this Code may be penalized and appropriate action may be taken against him by the Company.

The Access Persons who violates this Code shall also be subject to disciplinary action by the Company, which may include wage/ salary freeze, suspension/termination, withholding of promotions, in-eligibility for future participation in ESOPs/benefits etc. after giving reasonable opportunity to them to show-cause.

The procedure to be followed in case of contravention of the Code is as follows:

1. The Compliance Officer should investigate the merits of the case before concluding that a violation/contravention of the Code has occurred. He may investigate the merits by calling for information from the Access Person, obtaining information from other employees, concerned persons if any and also giving an opportunity to the Access Person to show cause as to why disciplinary proceedings should not be taken against him.
2. The Compliance Officer shall prepare a detailed report on contraventions of grave nature and present the same before the Investment Committee immediately upon discovery.
3. Investment Committee should review the report of the Compliance Officer and make such decision as may be required in the case.
4. The Investment Committee may refer the case to the Audit Committee based on the gravity of the contravention. In other cases, the decision of the Investment Committee would be binding on the Access Person and the Company. The instances and the decision of the Investment Committee shall be placed before the Audit Committee for its information.

8. Miscellaneous Provisions

1. The list of Access Person shall be updated at the end of every quarter of the year and within 7 working days of any change in the Access Persons due to

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

appointment/resignation/transfer etc of the Access Persons in the services of the Company.

2. Any Access Person in any doubt as to the interpretation of this Code should consult the Compliance Officer. All information provided by an Access Person will be held in confidence and will be shared only on a *need to know basis* in the event of a perceived problem.
3. Every Direct Access Person shall be accountable and responsible for abiding by the terms and conditions of the Code including but not limited to making necessary disclosures in respect of himself and his Deemed Access Person. Failure to make relevant disclosures in respect of the investments of the Deemed Access Person shall be treated as contravention of the Code by the concerned Direct Access Person.
4. In the true spirit of this Code, any Access Person who suspects that a contravention of this Code has been committed by another Access Person should report the suspected contravention to the Compliance Officer.
5. This Code advances minimum standards, thus it should be noted that where applicable and more stringent, local laws, regulations and policies will take precedence.
6. The Compliance Officer shall be the person responsible for the monitoring and implementation of this Code.

9. Review of the Code

This Code shall be subject to annual review by the Investment Committee of the Company in its first meeting held in the Q1 of a financial year or at any other meeting, as it may deem fit.

10. Annexure & Forms

Annexure A	-	Initial confirmation
Form 1	-	Details of initial investments
Form 2	-	Pre-clearance form
Form 3	-	Dealing in securities
Form 4	-	Permission for trading in exceptional circumstances

Aditya Birla Sun Life Insurance Company Ltd.
+91 22 6723 9100
care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:
One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Form 5	-	Disclosure of special events
Form 6	-	Annual Disclosure
Form 7	-	Yearly Certificate

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Part B

Framework to avoid insider trading and abusive self-dealing in the Listed or Proposed to be Listed Securities of the Company.

Sr. No.	Particulars	Page No.
1.	Preamble	18
2.	Objective	18
3.	Applicability	18
4.	Definitions and Interpretations	19-20
5.	Compliance Officer	20
6.	Communication and Restriction on Trading	20-21
7.	Trading Period	21-22
8.	Pre-clearance of Trades	23
9.	Procedure for pre-clearance of Trade	23
10.	Approval by Compliance Officer	23
11.	Execution of Transaction for which pre-clearance has been sought	23
12.	Holding Period/ Contra trade	23-24
13.	Trading Plan	24
14.	Approval of Trading Plan by the Compliance Officer	25
15.	Disclosure of trading by certain persons	25-26
	I. Initial Disclosure: II. Continual Disclosure:	
16.	Disclosure by Designated Person	26-27
	I. One time II. Annual Disclosure III. Continual Disclosure	
17.	Review by Audit Committee	27
18.	Review by the Board of Directors of the Company	27
19.	Penalty for contravention of the Code	27
20.	Actual or suspected leak of UPSI	27-28
21.	General Guidelines	28
22.	Queries/Consultation	28
23.	Disclaimer	29

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

FORMS		
Form	Particulars (regulations under SEBI (Prohibition of Insider Trading) Regulations, 2015)	Page No.
A	Initial disclosure to the company	30
B	Disclosure on becoming a director/KMP/Promoter/ Promoter Group	32
C	Continual disclosure	34
D	Transactions by Other insiders as identified by the company	36
E	Statement of shareholding at the time of Pre-Clearance	38
F	Application for waiver of minimum holding period	40
G	Application for pre-clearance	42
H	Undertaking to be submitted along with the application for pre-clearance	44
	Trading Approval Form (along with Annexure)	
	Express Undertaking	45

ANNEXURES		
Annexure	Particulars (regulations under SEBI (Prohibition of Insider Trading) Regulations, 2015)	Page No.
I.	One Time disclosure	46
II.	Annual/Continual Disclosure	47
III.	Code Of Practice And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information	48-56
IV.	Undertaking to be taken before initiating any Projects	
V.	Undertaking to be taken from Employees at the time of joining	

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 Sun Life Insurance Company 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 Sun Life Insurance Company 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.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 8 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 (g) 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, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, including pledge of shares and the term "trade" shall be

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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:

- (a) financial results;
- (b) dividends;
- (c) change in capital structure;
- (d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions of an amount involving more than 20% of the networth of the Company as on the date of last audited financials;
- (e) change in key managerial personnel.

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 by circular 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.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

- 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.

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 one week prior to the meeting of the Audit Committee

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

scheduled to consider and recommend the quarterly/half yearly/yearly results to the Board of Directors of the Company and such restriction shall remain in force until 48 hours after the announcement of Financial Results by the Board of Directors of the Company.

In relation to matters referred to in 7 (c) & 7 (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 shall strictly conduct trading in the Securities of the Company only when the Trading Window is open and no Designated Person 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.

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 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.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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, the concerned Designated Person must get the transaction pre-cleared again.

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,

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 take place **only after six months from public disclosure of the trading plan.**
- (b) There shall be no trading in the securities of the Company between the period beginning twentieth trading days before the last day of any financial period and second trading day after disclosure of such Financial Results.
- (c) The trading plan shall be for a **minimum period of twelve months.**
- (d) There shall be no overlap with any period for which another trading plan is in place.
- (e) The trading plan should set-out of the following details:
 - i. Value of trades to be effected or the number of securities to be traded;
 - ii. Nature of the trade i.e. acquisition/disposal;
 - iii. Intervals at or dates on which trades shall be effected.
- (f) 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.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

14. Approval of Trading Plan by the Compliance Officer

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.

The trading plan once approved shall be irrevocable and the Insider has to mandatorily implement the plan, without deviating from it or to executing any trade in the securities outside the scope of the trading plan.

The Trading Plan as approved by the Compliance Officer shall be notified to the Stock Exchanges, pursuant to which trades may be carried out on his behalf in accordance with such plan.

No application should be made for pre-clearance of trades during the shut period.

The restriction on contra trade shall not be apply, if such contra trades were part of the Trading Plan, duly approved by the Compliance Officer.

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 promoter, member of the promoter group, Key Managerial Personnel and Director of the Company, shall disclose their holding of securities of the Company and also that of their Immediate Relatives to the Company within 30 days of the SEBI (PIT) Regulations becoming effective, in the enclosed **Form A**.
- (b) 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**.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

(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.

(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.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 un-known 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

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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, P A N , 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 e.g., Shares, Warrants, Debentures)	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.

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 Specification	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:

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 (Promoter s/ 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

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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:

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/
		Type of Convert Debentures etc.)	No. and %	Type of securities, Convert Debentures etc.)	No.	Value	Transaction Type (Buy/Inv oke)	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

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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:

Aditya Birla Sun Life Insurance Company Ltd.
+91 22 6723 9100
care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:
One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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/				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/sale of shares specify	Date intimation of the Company	Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer/ off market/ Inter-se
		Type of (For eg. Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. Convertible Debentures etc.)	No.	Value	Type of Security (For eg. Convertible Debentures etc.)	Type Security (For eg. – Shares, Debentures etc.)	No. and % of shareholding/Debtenture			
1	2	3	4	5	6	7	8	9	10	11	12	13

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

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,

Jupiter Mill Compound, 841, Senapati Bapat Marg,

Elphinstone Road, Mumbai - 400 013

CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 specification	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:

Aditya Birla Sun Life Insurance Company Ltd.
+91 22 6723 9100
care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:
One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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

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		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

Aditya Birla Sun Life Insurance Company Ltd.
+91 22 6723 9100
care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:
One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



ADITYA BIRLA CAPITAL

PROTECTING INVESTING FINANCING ADVISING

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

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16th Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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

For Aditya Birla Sun Life Insurance Company Limited

Compliance Officer

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)

**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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
--	---

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 Sun Life Insurance Company Limited

Compliance Officer

Aditya Birla Sun Life Insurance Company Ltd.
+91 22 6723 9100
care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:
One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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:

Aditya Birla Sun Life Insurance Company Ltd.

+91 22 6723 9100

care.lifeinsurance@adityabirlacapital.com | www.adityabirlasunlifeinsurance.com

Correspondence & Registered Office:

One World Center, Tower-1, 16TH Floor,
Jupiter Mill Compound, 841, Senapati Bapat Marg,
Elphinstone Road, Mumbai - 400 013
CIN: U99999MH2000PLC128110

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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:

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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)

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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 violation of SEBI (Prohibition of Insider Trading), 2015.

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.
(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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:

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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:

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Aditya Birla Sun Life Insurance Company 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 Sun Life Insurance Company 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

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

- 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.

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



ADITYA BIRLA
CAPITAL

PROTECTING INVESTING FINANCING ADVISING

A. For Projects

Date:

To, [Name of the Company]

Re: Project --- –Confidential Undertaking

Dear Sir(s),

This confidential undertaking (this “**Undertaking**”) is in reference to Project --- vide which Aditya Birla Group (“ABG”) **is considering**(“Transaction”). **Being a part of project team, I acknowledge that I have been/ will be** provided with confidential information regarding the Transaction by various ABG entities.

I agree and undertake to treat any information concerning the Transaction, whether furnished before or after the date of this Undertaking, whether written or oral, together with analyses, compilations, studies, report, opinions or other documents, prepared internally or by any agent or adviser, including, without limitation, attorney, accountant, consultant, banker, financial adviser and any representative of relevant ABG entity, that contain or otherwise reflect any information relating to the Transaction and personally identifiable information of any natural person (collectively referred to as the “**Confidential Information**”), strictly in accordance with the provisions of this Undertaking.

I hereby agree and undertake that the Confidential Information will be used solely for the purpose of evaluation/facilitating the Transaction and that I will keep such information confidential. I further agree that the Confidential Information that is in written form shall not be copied or reproduced at any time save and except only for the purpose of facilitating the Transaction. I shall promptly advise in writing of any unauthorized use or disclosure of Confidential Information of which I become aware and shall provide reasonable assistance to bring about the cessation to such unauthorized use or disclosure.

In addition, without the other person being subject to similar confidentiality undertaking, I will not, disclose to that person (a) that the Confidential Information has been made available to me, (b) that discussions or negotiations are taking place concerning the Transaction or my participation in the Transaction, or (c) any terms, conditions or other facts with respect to Transaction, including the status thereof.

All Confidential Information disclosed to me by or on behalf of the relevant ABG entity shall be and shall remain the property of the relevant ABG entity and be returned back along with including all copies made of the same, as and when requested. Any Confidential Information that is not returned shall remain subject to the confidentiality obligations set forth in this Undertaking.

I also acknowledge that the Confidential Information disclosed to me is/could be un-published price sensitive information and any unauthorized disclosure by me will have an impact on the Transaction

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

and the valuation of the Transaction. As on date of this Undertaking, my shareholding in the securities of companies involved in the Transaction is as under:

Name of the Company	Quantity of shares with DP ID and Client ID	Self	Immediate Relatives who are either financially dependent on me or consult me in taking their trading decisions	Persons with whom I share material financial relationship ¹

I undertake that unless permitted to do so by a competent authority, I shall not indulge, directly or indirectly, in trading of the securities of the above companies. It is understood and agreed that monetary damages would not be a sufficient remedy for any breach of this Undertaking and the ABG Companies' involved in the Transaction shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach.

Further I understand that in addition to the aforesaid actions and without prejudice to any civil or criminal action that the regulatory authorities may initiate against me for leakage of/trading in the securities of the ABG Companies involved in the Transaction, breach of this Undertaking shall also be construed as a breach of respective ABG Company's Code of Conduct Prohibiting Insider Trading and I shall also be subject to disciplinary actions/sanctions as stipulated in the said Code.

This Undertaking is governed by the laws of the India without regard to conflict of laws principles. Any action brought in connection with this Undertaking shall be brought in the courts located in Mumbai [change based on your place of operations] alone, and the parties hereto hereby irrevocably consent to the jurisdiction of such courts.

No failure or delay by the ABG Companies involved in the Transaction in exercising any right hereunder or any partial exercise thereof shall operate as a waiver thereof or preclude any other or further exercise of any right hereunder. The invalidity or unenforceability of any provision of this Undertaking shall not affect the validity or enforceability of any other provisions of this Undertaking, which shall remain in full force and effect.

Yours faithfully,

Name

PAN NO:

Company Name:

Designation:

¹ "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

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

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

B. Undertaking to be taken at the time of joining from the Employees

Date:

To,

[Name of the Company]

Re: Annual Undertaking

Dear Sir(s),

Confidentiality Undertaking

I am presently working with the [department] of [name of the company] and I understand and agree that during the course of my duty, I am and I will be privy to certain confidential as well as Unpublished Price Sensitive Information (as defined under the SEBI (Prohibition of Insider Trading Regulation, 2015) relating to various corporate actions/transactions, litigation, strategic initiatives, arbitration, documents, financials etc. of the Company/Aditya Birla Group Companies and also target companies, with whom the Aditya Birla Group Company/Company may be negotiating a proposed transaction (collectively referred as 'Transactions') . This information may not be publicly available and particularly information relating to listed companies and if leaked/or traded upon before the Company announcing them through the stock exchange mechanism, could distort or influence the market value of such security and would also place the investor who does not have access to such insider information at great disadvantage.

I hereby undertake that I shall keep all such information confidential and shall not disclose, divulge it to any third party, except for disclosure on a need to know basis only to such persons who are involved in such Transaction. I also undertake that I will not use this information for any financial gains, by directly trading in stock market or otherwise or through friend, family, immediate relatives, people who consult me for taking their trading decision or who are materially financially dependent on me or through any third party.

I understand and agree that Company can take disciplinary as well as any other legal action against me in case of breach of this undertaking by me. I also understand that if I fail to abide by this undertaking, the Company may suffer irreparable loss to its reputation and I shall be solely responsible for it. This undertaking shall remain valid till I am in employment and also thereafter.

Yours faithfully,

Life Insurance

Aditya Birla Sun Life Insurance Company Ltd.

(A subsidiary of Aditya Birla Capital Ltd.)



**ADITYA BIRLA
CAPITAL**

PROTECTING INVESTING FINANCING ADVISING

Name & Pan No.
Company Name
Designation

