



Code of Conduct
To Regulate, Monitor and Report Trading by
Designated Persons in Listed or Proposed to be
Listed Securities

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1. Preamble

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

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

2. Objective

The objective of this document is to give a basic understanding of the law relating to insider trading and to state Hindalco Industries 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. In addition, the Company has adopted "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the "Code of Conduct for Fair Disclosure") that it would follow to adhere to the principles set out in Schedule A to the SEBI (PIT) Regulations.

3. Applicability

This Code shall be applicable to and binding on all the Designated Persons and their immediate relatives 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 Hindalco Industries Limited" (hereinafter referred to as "Code") incorporates the amendments so as to align it with the SEBI (PIT) Regulations, as amended from time to time.

4. Definitions and Interpretations

- (I) "Company" means Hindalco Industries Limited
- (II) "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
- (III) "Designated Persons" means
 - (a) members of the Board of Directors and Key Managerial Personnel of the Company and its material subsidiaries;
 - (b) Employees of the Company and its material subsidiaries:
 - i. In Job Band 7 and above;
 - ii. All the departments which have access to unpublished price sensitive information, such as Finance, Accounts, Audit, Taxation, Corporate Communication/Investor Relation, Corporate

- Finance Division, Legal and Secretarial functions of the Company, irrespective of their grade;
 - iii. any other employee designated by the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority;
 - iv. Any support staff, whether to the above function or not, who have access to unpublished price sensitive information;
 - (c) All promoters and members of promoter group;
 - (d) The Board of Directors and Key Managerial Personnel of Aditya Birla Management Corporation Private Limited and persons identified by them having access to unpublished price sensitive information related to the Company;
 - (e) 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;
 - (f) 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;
 - (g) Any other Insider, as the Compliance Officer deems fit and should be subject to this Code.
- (IV) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- (V) **“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.
- (VI) **“Need –to Know”** The Designated Persons who are privy to Unpublished Price Sensitive Information, shall handle the same strictly on a “Need to Know” basis. This means the Unpublished Price Sensitive Information shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- (VII) **“Promoter”** shall have the meaning as specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) or any modification thereof.
- (VIII) **“Promoter Group”** shall have the meaning as specified under the ICDR Regulations or any modification thereof
- (IX) **“Securities”** includes securities such as shares, Scrips, Stocks, Bonds, Derivatives, Debentures, Debenture Stock of the Company, which are listed on the stock exchange.
- (X) **“Stock Exchange”** shall mean BSE Limited and National Stock Exchange of India Limited.
- (XI) **“Trading”** means subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities any includes activities based on Unpublished Price Sensitive Information which are strictly not buying, selling or subscribing, such as pledging etc. when in possession of Unpublished Price Sensitive Information.
- (XII) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- (XIII) **“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 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.

(XIV) "Trading Window" means the period other than the Restricted / Shut Period.

(XV) "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;
- (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 resolution dated 28th May, 2015 has appointed Company Secretary of the Company as the Compliance Officer for the purpose of this Code. The Compliance Officer shall be responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, pre-clearance of trades of Designated Persons, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors of the Company.

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

6. Communication and Restriction on Trading

A Designated Person:

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

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

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

The Compliance Officer shall ensure that necessary internal controls are in place to protect the personal information of Designated Persons (natural person) and their Immediate Relatives 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. Chinese Wall Procedure

To prevent misuse of UPSI, the Company will endeavor to separate those departments which routinely have access to UPSI, considered “inside areas” from those departments which are considered “public areas”.

Within inside areas, the information shall be shared only on ‘need-to-know’ basis.

Any person, who needs access to inside areas shall first seek a prior approval of his departmental head and also give reasons for seeking entry into the inside areas.

Any information shared for “legitimate purpose” as defined in the Code shall not be construed as “crossing the wall” under this Code.

8. Trading Period

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

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

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

Restricted/Shut Period

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

In relation to matters referred to in (c) & (d) above, the Managing Director/ Chief Executive Officer/Senior Leader of Aditya Birla Group shall well before initiation of such activity/ project, form a core team of Persons who would work on such assignment. The Managing Director/ Chief Executive Officer/Senior Leader of Aditya Birla Group shall also designate a senior employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI regarding the activity /project is made generally available or the activity/project is abandoned and the Trading Window during such period would be regarded as closed for them, save and except trading permitted by the SEBI (PIT) Regulations.

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

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

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

Further an insider, who ceases to be an employee of the Company, shall not trade or indulge in any UPSI for a period of 6 months, from the date of cessation of his employment.

No trading restriction shall apply in following circumstances:

- transactions in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the code and other relevant regulations.
- transaction relating to the shares being acquired by conversion of warrants or debentures, subscribing to 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).

And, to the events as exempted or clarified by SEBI from time to time.

9. 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 during a calendar quarter 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.

10. 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 “Statement of Shareholding at the time of Pre-Clearance” in the enclosed **Form E**; and
- 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.

11. 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.

12. 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.

13. Holding Period/ Contra trade

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

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

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

The Designated Person and their Immediate Relatives, 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.

14. 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.

15. 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.

16. 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:

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

(II) Continual Disclosure:

- (a) Every Designated Person and their Immediate Relatives 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.

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

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in **Form D** at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

17. 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 or from the date of becoming a Designated Person, in **Form I** to the Company:

- (a) the name of educational institutions from which designated persons have graduated; and
- (b) names of all their past employers.
- (c) name of immediate relatives, Permanent Account Number or any other identifier authorised by law; phone and mobile numbers of immediate relative.

(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 **Form J** 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 and mobile numbers of (a) and (b) above.

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

(III) Continual Disclosure

The Designated Person and their Immediate Relatives shall within 15 days disclose to the Compliance Officer, any change to the information as provided under the above clause 17(II), in **Form J**.

18. Institutional Mechanism for Prevention of Insider trading

The Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.

The internal controls shall include the following:

- (a) all employees who have access to UPSI shall be identified as Designated Persons;
- (b) all UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Code and Regulations;
- (c) adequate restrictions shall be placed on communication or procurement of UPSI as required by the Code and Regulations;
- (d) an internal structural digital database with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database containing; (i) the nature of UPSI (ii) the names of such persons who have shared the information and also (iii) the names of such persons with whom information is shared along with the Permanent Account Number or any

- other identifier authorized by law where Permanent Account Number is not available.
- (e) the database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the database shall be preserved till the completion of such proceedings.
 - (f) all other relevant requirements specified under the Code and Regulations shall be complied with;
 - (g) periodic process review, to evaluate the effectiveness of internal controls in place by the PIT Regulation Committee comprising of an Independent Director and the Whole-time Director & CFO.

19. Review by Audit Committee

The Audit Committee of the Company during every 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.

20. Review by the Board of Directors of the Company

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

21. Actual or suspected leak of UPSI

On becoming aware of actual or suspected leak of UPSI of the Company by any Promoter, Director, Key Managerial Person, Insider, employee, other Designated Person, support staff or any other known or unknown person, the concerned person shall inform to the Compliance Officer who in turn will intimate the Managing Director or the Whole-time Director & CFO 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 blows the whistle on leakage or suspected leakage of UPSI shall be provided adequate protection in accordance with the Whistle Blower Policy of the Company.

In accordance with the SEBI (PIT) Regulations, protection will be provided by SEBI to persons who voluntarily inform them about any act of insider trading. The salient features of the amended provisions are provided in Exhibit A to the Code.

22. Penalty for contravention of the Code

Failure to comply with this Code including communication of UPSI to any person is a serious offence and any Designated Person who violates the provisions of this Code shall be liable for one or more penal/disciplinary/remedial action as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board") or by the PIT Regulation Committee authorised in this behalf by the Board.

The Board or the PIT Regulation Committee 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, number of securities transacted, nature of breach, whether the breach occurred as

a result of deliberate intent or not. If the Designated Person is found to be guilty under the provisions of the SEBI (PIT) Regulations / this Code, the Board or the PIT Regulation Committee can decide to levy the penalty prescribed as under:

Instance	Penalty / Sanction for Insider Trading by Designated Person
1 st	Written warning + penalty of Rs. 10,000 or 2 times the profit made / loss avoided due to the act of insider trading, whichever is higher
2 nd and subsequent	Written warning + Penalty of Rs. 1 lakh or 2 times the profit made/loss avoided due to the act of insider trading, whichever is higher

Notwithstanding the sanctions / disciplinary actions, which the Regulator may take, depending on the severity of breach, the Board or the PIT Regulation Committee may apply / take one or more following actions / sanctions as deemed fit and proper in the discretion of the Board or the PIT Regulation Committee:

- i. Higher penalty amount, in addition to the penal action mentioned in the table above;
- ii. Internal Action like suspension, wage freeze (including increment/promotion/bonus/ESOP), upgradation of role or job band / grade, claw back of bonus /salary / ESOPs paid or granted or termination of employment;
- iii. Any other disciplinary action as may be deemed appropriate.

The Board or the PIT Regulation Committee authorised in this regard, shall decide any of the above action as it may deem fit and shall record the reasons thereof.

Any amount of penalty levied / sanctioned shall be credited to the Investor Protection and Education Fund administered by SEBI under the Act.

The Board or the PIT Regulation Committee shall promptly report the breach of the Code and action taken, if any, by the Company to Stock Exchanges / SEBI as the case may be.

The report will be made in the format specified by the Stock Exchanges / SEBI in this behalf, enclosed as **Form K**. The Company shall also maintain a database of the violation of the Code by the designated persons.

The Board or the PIT Regulation Committee, considering the nature and severity of the breach and after recording the reasons in writing shall decide to report any leak / suspected leak of UPSI, breach of the Code by the Designated Persons and / or the immediate relatives of the Designated Persons and action taken, if any, by the Company to Stock Exchanges / SEBI where the equity shares of the Company are listed.

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.

23. 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.

24. 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.

25. Disclaimer

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

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

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial
Personnel/Director/Promoter/Member of the 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 the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

FORM C

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

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/ designated person/ Director s/immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ sale / Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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 executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:

FORM D (Indicative format)

**SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition/di sposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Place:

FORM E

Statement of shareholding at the time of Pre-Clearance

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

To: The Compliance Officer

(Name & address of the Company)

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

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

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

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

Name & Signature:

Designation:

Division of the Company:

***including shares held in Joint Names**

Declaration in the case of Sale

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

Declaration in the case of Purchase

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

Date of Disclosure

FORM F

Application for waiver of minimum holding period

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

Date: _____

Dear Sir,

Through His / Her Division/Department Head

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

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

Thanking You Yours Faithfully,

(Name of the applicant)

Date:

Encl. a.a.

Name & Signature of the Division Head

PRE-CLEARANCE ORDER

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

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

Date:

For Hindalco Industries Limited

Compliance Officer

FORM G

APPLICATION FOR PRE-CLEARANCE

(for all transactions of value exceeding Rs. 10 lakhs (market value) in one transaction or over a series of transactions during a calendar quarter)

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

Dear Sir,

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

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

Date:

Signature:

PRE-CLEARANCE ORDER

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

Date:

For Hindalco Industries Limited

Compliance Officer

CONFIRMATION OF DEAL

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

To:

The Compliance Officer

(Name & address of the Company)

I confirm that the share trading for which approval was granted on _____ as completed on _____ (date) by purchasing / selling / _____ (nos.) of Equity Shares of the Company at a value of Rs. _____ (Rupees _____ only).

Date:

Name & Signature:

FORM H

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

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

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

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

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

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

Date:

Signature:

TRADING APPROVAL FORM

Date:

To,
The Compliance Officer,

Dear Sir/Madam,

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

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

I enclose herewith the form of Undertaking signed by me.

Approved or Disapproved

Date of Approval: _____

Signature: _____ Name: _____

Compliance Officer Approval _____

Date of Approval _____ Effective Date to commence trading _____

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

Annexure

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

EXPRESS UNDERTAKING

In relation to the above transaction, I undertake that:

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

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

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

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

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

Date:

Signature:

* Indicate number of shares/securities

FORM I

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:

FORM J

**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:

FORM K

**Report by Hindalco Industries Limited for violations related to Code of Conduct under
SEBI (Prohibition of Insider Trading) Regulations, 2015.**

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date- wise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015		
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	
6	Reasons recorded in writing for taking action stated above	
7	Details of the previous instances of violations, if any, since last financial year	

Sr. No.	Particulars	Details
8	If any amount collected for Code of Conduct violation(s)	
	i. Mode of transfer to SEBI - IPEF (Online*/Demand Draft)	
	ii. Details of transfer/payment In case of	
	Online:	
	Particulars	Details
	Name of the transferor	
	Bank Name, branch and Account number	
	UTR/Transaction reference Number	
	Transaction date	
	Transaction Amount (in Rs.)	
	In case of Demand Draft:	
	Particulars	Details
	Bank Name and branch	
	DD Number	
	DD date	
	DD amount (in Rs.)	
9	Any other relevant information	

Yours faithfully,

Date and Place

Name and Signature of Compliance Officer

PAN:

Email ID:

* The bank account details of SEBI – IPEF for online transfer is given below:

Name of Beneficiary	SEBI – IPEF
Bank Name	Bank of India
Bank Branch	Bandra Kurla Complex (BKC)
Account Number	012210210000008
IFSC Code	BKID0000122

Exhibit - A

Salient Features of the Informant Mechanism as provided under the SEBI (Prohibition of Insider Trading) Regulations, 2015:

A. **Informant:** An informant means a person voluntarily submitting a form detailing credible, complete and original information relating to an act of insider trading.

B. **Disclosure of source of information:** The informant would be mandated to disclose the source of original information and to provide an undertaking that such information was not sourced from any person employed with SEBI or any related regulator.

C. **Office of Informant Protection ('OIP'):** An independent office separate from the investigation and inspection wings or any of the operational departments shall be established by SEBI to devise the policy relating to receipt and registration of the Voluntary Information Disclosure Form ('VIDF') and serve as a medium of exchange between the informant/legal representative and the SEBI.

D. **Manner of submission of information:** The identity of the informant would be required to be revealed at the time of submission of the VIDF or in case information is submitted anonymously, the VIDF would be required to be submitted through a representative who is a practising advocate.

E. **Confidentiality of Informant:** The confidentiality regarding the identity of the informant and information provided would be protected through the OIP and maintained throughout as well as during any proceeding initiated by SEBI except where the evidence of the informant is required during such proceedings.

F. **Obligations of legal representative:** The legal representative would be required to inter alia verify the identity and contact details of the informant and ensure that the identity of the informant along with the original VIDF is kept confidential.

G. **Processing of Information:** The original Information would be processed by the OIP after establishing the materiality of the information and transferred to the operational department.

H. **Reporting:** OIP would be required to submit a Report regarding its functioning and working of the informant mechanism on an annual basis to the SEBI, which shall also be released to the public.

I. **Hotline:** A hotline would be maintained by the OIP to guide persons to file information as per the regulations but not to register any complaint or information.

J. Reward: Reward would be given in case the information provided leads to a disgorgement of at least Rs. one (1) crore. The total amount of monetary reward shall be 10 % of the monetary transactions but shall not exceed Rs ten (10) crores or such higher amount as SEBI may specify from time to time. If the total reward payable is less than or equal to Rs. one (1) crore, the said reward may be granted upon the issuance of the final order by SEBI.

Provided that in case the total reward payable is more than Rs. one (1) crore, an interim reward may be granted, not exceeding Rs. one (1) crore upon the issuance of the final order by SEBI and the remaining reward amount shall be paid only upon collection or recovery of the monetary sanctions amounting to at least twice the balance reward amount payable.

K. Investor Protection and Education Fund ('IPEF'): IPEF shall be the designated fund from which the reward, whether interim or otherwise would be paid.

L. Sharing of Information: The original information may be shared with an appropriate agency or law enforcement authority within or outside India or a self- regulatory organisation, subject to confidentiality of the informant being maintained.

M. Exemption under RTI: Information provided for the purpose of law enforcement is exempted from disclosure under section 8(1)(g) and 8(1)(h) of the Right to Information Act, 2005. Accordingly, the original information provided by the informant shall be exempted from disclosure.

N. Protection against victimization: Market participants dealing with UPSI would be required to incorporate in their Code of Conduct, suitable provisions to ensure that no employee who files a VIDF is discharged, terminated, demoted, suspended, threatened, harassed, or discriminated against.

O. Vexatious or frivolous complaints: In case the OIP determines that the information submitted is frivolous or vexatious, SEBI may initiate appropriate action against the informant under the securities laws and any other applicable law.

P. Amnesty: While bringing an action against an informant, SEBI may consider the cooperation rendered in determining any enforcement action or settlement application while granting of reward to such informant.
