Date: 19th May, 2015

To,
The Manager
Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051.

To,
The Manager
Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Dear Sir/ Madam,

Re: **Tribhovandas Bhimji Zaveri Limited Sript Code & ID: 534369 / TBZ**
Sub: **Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015**

In compliance to SEBI Circular No. CIR/ISD/01/2015 dated 11th May, 2015, we wish to inform that "the Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) as required under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, has been formulated and posted on the Company's website.

The Company has also adopted and implemented the "Code of Conduct to regulate, monitor and report trading by insiders" as required under Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

We request you to please take the above on record.

Kindly acknowledge the receipt of the same.

Thanking You.
Yours faithfully,
For **Tribhovandas Bhimji Zaveri Limited**

Niraj Oza
Company Secretary & Compliance Officer

TRIBHOVANDAS BHIMJI ZAVERI LTD. MUMBAI

Encl.: "Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information" as required under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015

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Corp. Office : 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers, 212, Backbay Reclamation, Free Press Journal Road, Nariman Point, Mumbai - 400 021. Tel.: +91.22.30735000, Fax : +91.22.30735088.
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CIN. No : L27205MH2007PLC172598

TRIBHOVANDAS BHIMJI ZAVERI LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

The Board of Directors of Tribhovandas Bhimji Zaveri Limited ("the Company") are managing the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all the Stakeholders.

The Securities and Exchange Board of India ("SEBI") vide its Notification dated 15th January, 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 120th day from the date of publication of the said Regulations in the Official Gazette (i.e. 15th May, 2015).

Regulation 8 of the said Regulations requires a listed company to formulate and publish on its official website a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the "Code"), in adherence to the principles set out in Schedule A to the said Regulations.

Accordingly, in compliance with the said Regulations, the Board of Directors of Tribhovandas Bhimji Zaveri Limited ("the Company") has adopted the Code as enumerated below, in order to ensure timely and adequate disclosure of Unpublished Price Sensitive Information ("USPI") and to prevent misuse of such information.

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2. The Company shall ensure the uniform and universal dissemination of unpublished price sensitive information (UPSI) to avoid selective disclosure.

3. Unless otherwise decided/ resolved by the Directors, the Company Secretary of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. The Company shall ensure the prompt dissemination of unpublished price sensitive information (UPSI) that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

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5. The Company shall provide appropriate and fair response against queries on news reports and requests for verification market rumours by regulatory authorities.

6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information (UPSI).

7. The Company shall develop the best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made and which will ensure that the information is generally available.

8. Handling of all unpublished price sensitive information (UPSI) on a need-to-know basis i.e., the UPSI shall be disclosed only to those within the Company who need the information for legitimate purpose under legal obligation, to discharge the performance or duties and used only for the purpose for which it is meant for.

9. Disclosures of the Code in Public Domain

   This code shall be published on the official website of the Company, www.tbztheoriginal.com.

   Further, this Code and every subsequent amendment made thereto, shall be promptly intimated to the Stock Exchanges where the securities of the Company are listed.

10. This code may be amended with the approval of the Board of Directors of the Company from time to time to comply with the said Regulations as may be applicable for the time being in force.

Any amendment to the Code shall be promptly intimated to the Stock Exchanges, where the equity shares of the Company are listed and shall be uploaded on the official website of the Company.

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