THE GRAND BHAGWATI
HOTELS • BANQUETS • CONVENTIONS • CLUB

Date: 18th May, 2015

To,
The Department of Corporate Communication,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051

SCRIP ID: NSE-TGBHOTELS

Dear Sir/Madam,

Sub: Submission of Code of Practices and Procedure for fair Disclosure of Unpublished Price Sensitive Information

As required under SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular No. CIR/ISD/01/2015 dated May 11, 2015, we confirm that:

a) The Board of Directors of the Company has formulated a Code of Practice and Procedures for fair disclosure of unpublished price sensitive information and the same has been published on the official website of the company www.tgbhotels.com. A copy of the said Code is enclosed.

b) The Board of Directors of the Company has formulated a Code of Conduct to regulate, monitor and report trading by its employees and the other connected persons.

This is for your information and records.

Thanking you,

Yours faithfully,

For, TGB Banquets and Hotels Limited

TGB BANQUETS & HOTELS LTD. AHMEDABAD

Narendra G. Somani
(Managing Director)

Encl: As above

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This code is formulated and adopted by the company under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 notified on the 15th January, 2015 for the transparent and Fair Disclosure of the events and occurrences that could impact Performance of the Security of the company on the Stock Exchanges and to follow a standard procedure for disclosure of the Unpublished Price Sensitive Information((UPSI), on the principle of the equality of access to information by the Company

Definitions:

1. "Chief Investor Relations Officer" Means the Compliance Officer of the Company.
2. Words and expressions used and not defined in this code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

Code for Fair Disclosure and Conduct:

To achieve the objective of this code, the company adhere to the following principles to ensure fair disclosure of the price sensitive Information with respect to the company and its Security which is likely to affect performance / price of the Securities of the company.

1. The Company shall ensure Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The company shall ensure Uniform and universal for dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance officer of the company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

7. The Company shall develop and follow 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.
8. The Company shall handling of all unpublished price sensitive information on a need-to-know basis.

The board of the company is authorised to amend or Modify this code in whole or in part and may stipulate further guidelines, procedure and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

This code and every subsequent modification, alteration or amendment made thereto shall also be intimated to the stock exchanges where the securities of the company are listed.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. Introduction

The Securities and Exchange Board of India (SEBI) has vide the Securities & Exchange Board of India (Insider Trading) (Amendment) Regulations, 2002, amended the Securities & Exchange Board of India (Insider Trading) Regulations, 1992. These regulations shall now be called "Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992" (hereinafter referred to as "the Regulations").

The Regulations now make it mandatory for every listed public Company to lay down a code of conduct to be observed by its directors, officers and employees.

This document embodies the Company's code of Conduct for prevention of Insider Trading in Securities of the Company and encapsulates the restrictions, formats and the rules of conduct to be followed by the Company's directors, officers and employees and is intended to serve as a guiding charter for all persons associated with its functioning.

2. Definitions

2.1 For the purpose of this Code.

(a) **"Company"** means TGB Banquets and Hotels Limited (Formerly known as Bhagwati Banquets and Hotels Limited)

(b) **"Dealing in Securities"** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or otherwise deal in securities either as principal or agent.

Provided that for the purposes of this Code, holdings or dealings in securities by a Dependent of a Director, Officer or Designated Employee shall be deemed to have been held or done (as the case may be) by the concerned Director, Officer, Employee or Designated Employee and such Director, Officer, Employee or Designated Employee, as the case may be, shall be liable to comply with all the provisions of this Code as may be applicable to such holdings or dealings accordingly.

(c) **'Designated Employee'** means:-

i. Every employee at the managerial level and above,
ii. Every Executive Secretary/ Executive Assistant to every employee at the managerial level & above.
iii. Every employee in the finance department, accounts department, internal audit & control assurance department and legal & secretarial department, and
iv. Such other employee as may be specified by the Compliance Officer to be a designated employee, keeping in mind the objective of this code of conduct.

(d) **"Director"** means a member of the Board of Directors of the Company.

(e) **"Employee"** means any employee of the Company (whether working in India or abroad), including a Whole-time Director (as that term may be defined by SEBI from time to time), whose name appears in the register of employees maintained by the Company.

(f) **"Officer"** includes any Director, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act.

(g) **"Price Sensitive Information (PSI)"** includes any information which relates directly or indirectly to the Company and which if published is likely to materially affect the price of Securities of the Company.

Explanation: The following shall be deemed to be price sensitive information:

i. Periodical financial results of the Company.
ii. Intended declaration of dividends (both interim and final);
iii. Issue of securities or buyback of securities;
iv. Any major expansion plans or execution of new projects;
v. Amalgamation, mergers or takeovers;
vi. Disposal of the whole or substantial part of the undertaking;
vii. Any significant changes in policies, plans or operations of the Company.

2.2 All terms used in this document, but not defined above shall have the meanings Assigned to them in the Companies Act, 1956.

3. Compliance Officer

The Company Secretary or such other officer of the Company as may be designated by the Board of Directors as such, shall be the Compliance Officer ("the Compliance Officer") for the purposes of the Regulations. The Compliance Officer shall report to the Board of Directors.

4. Role of Compliance Officer

4.1 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", grant of pre-dealing approvals for directors' / officers' /designated employees' and their dependents' dealing in the Company's monitoring of such dealings and the implementation of this Code under the overall supervision of the Board of Directors.

4.2 The Compliance Officer shall maintain a record of the Designated Employee and of any changes made in the list of Designated Employee (please refer Annexure-1)

4.3 The Company Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992 and this code.

4.4 The Compliance Officer shall also implement and oversee the Code of Corporate Disclosure Practices for Prevention of Insider Trading as set out in Schedule II of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,1992 (please refer Annexure 2).

5. Responsibilities of Directors, Officers and Employees

5.1 Preservation of Price Sensitive Information

All Directors, Officers and Employee shall maintain strictly confidential all PSI in or coming in their possession or control. To this end, no Directors, Officers or Employee shall:

(a) pass on PSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities, or
(b) disclose PSI to family members, business acquaintances, friends or any other individual, or
(c) discuss PSI in public places where others might overhear, or
(d) disclose PSI to any Employee who does not need to know the information to do his or her job, or
(e) recommend to anyone that they buy or sell the Company Securities while being in possession, control or knowledge of PSI, or
(f) Give others the perception that he/ she is trading on the basis of unpublished PSI.

5.2 Need to Know

Unpublished PSI is to be handled on a "need to know" basis, i.e., Unpublished PSI should be disclosed only to those within the Company who need the same to discharge their duty and whose possession of PSI will not give rise to a conflict of interest or appearance of misuse of the information. All non-public information directly received by any Employee should immediately be reported to the head of the department.

5.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word etc. without prejudice to the above.

6. Trading Window

The Company shall specify a trading period, to be called "Trading Window", for dealing in the Securities of the Company.

6.1 Unless otherwise specified (please refer Annexure 3) by the Compliance Officers, the trading window shall be, inter alia, closed minimum three days prior to:-

(a) Declaration of Financial results (quarterly, half-yearly and annual),
(b) Declaration of dividends (interim and final),
(c) Issue of securities by way of public / right / bonus etc.
(d) Any major expansion plans or execution of new projects,
(e) Amalgamation, mergers, takeovers and buy-back,
(f) Disposal of whole or substantially whole of the undertaking, and
(g) Any changes in policies, plans or operation of the Company.

6.2 The trading window shall remain closed during the time the PSI remain un-published.

6.3 The trading window shall be opened 24 hours after the information referred to in above para is made public.

6.4 All Directors, Officers and Designated Employee shall conduct all their dealing in the Securities of the Company only when the trading window is open and no Directors, Officers or Employee of the Company shall deal in the Securities of the Company during such period when the trading window is closed or during any other period as may be specified by the Compliance Officers from time to time.

6.5 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of Securities allotted on exercise of ESOPs shall not be allowed when trading window is closed. However, exercise of a "cashless" stock option shall not be allowed when the trading window is closed since this type of exercise requires a sale of the Company's Securities.

7. Pre clearance of Deals in Securities.

7.1 Applicability

Every Directors, Officers and Designated Employee who (or whose dependent) intends to deal in the Securities of the Company by way of a transaction involving:

(a) more than 25,000 Securities of the Company, or
(b) a consideration price exceeding Rs. 5,00,000/- for the Securities of the Company, or
(c) a volume of Securities exceeding 1% of total shareholding or voting rights in the Company, or
(d) Sale of Securities of the Company before expiry of the holding period prescribed under Clause 7.5 below should obtain a pre-dealing approval for the transactions as per the procedure described hereunder. This is mandatory irrespective of whether or not a trading window is open.

7.2 Procedure

For the purpose of obtaining a pre-dealing approval, the concerned Directors/Officers/ Designated Employee should make an application in the prescribed form (please refer Annexure 4) to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings, declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to time.

7.3 Approval

(a) The Compliance Officer shall consider the application made as above and shall approve it unless he is of the opinion that grant of such approval would result in a breach of the provisions of this Code, or the Regulations or the Companies Act.

(b) Every approval letter shall be in such format (please refer Annexure 5) as may be prescribed by the Company from time to time. Every approval shall be dated and shall be valid for a period of 7 calendar days from the date of its issue.

7.4 Completion of Pre-cleared Dealing

(a) All Directors, Officers and Designated Employee shall ensure that they complete execution of every pre-cleared deal in the Company's Securities as above within 7 calendar days from the date of the approval and file within 4 days of execution of deal, the details of such deal, with the Compliance Officer in the prescribed format (please refer Annexure 6)

(b) If a deal is not executed within 7 calendar days as above, the Directors, Officers and Designated Employee must apply to the Compliance Officer for pre clearance of the transaction once again.

7.5 Holding Period

All Directors, Officers and Designated Employee shall hold their investments in Securities for a minimum period of 30 days in order to be considered as being held for investment purposes. In case the sale of Securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officers after recording in writing his/her reasons in this regard.

7.6 Advice regarding Pre-Clearance

In case of doubt, the Directors, Officers and Designated Employee shall be responsible to check with Compliance Officer one of the contact persons as designated by the Compliance Officer from time to time, whether the provisions of this clause 7 are applicable to any particular proposed transaction in the Company's Securities.

8. Reporting Requirements for Transactions in Securities

8.1 In addition to complying with the reporting requirements as prescribed under other clauses of this Code, all Directors, Officers and Designated Employee of the Company shall file with the Compliance Officer, inter alia the following details of their/ their dependents' holdings and/ or dealings in the Securities of the Company to the Compliance Officer, within 30 working days of the respective dates.

(a) all holdings in Securities of the Company as on the date of joining the Company, (Annexure 7),

(b) Quarterly statements of all holdings in Company's Securities.

(c) Annual statements of all holdings in Company' securities as on 31st March every year.

(d) All transaction as specified in Clause 7.1 above.

In such formats/manner (please refer Annexure8) as may be prescribed by the Compliance Officers from time to time.

However in case there is no holding and there is no transaction; all Directors, Officers and Designated Employee of the Company, will not be required to send the aforesaid disclosures; unless it is required to be provided under SEBI (SAST) Regulations and/ or SEBI (PIT) Regulations.

8.2 The Compliance Officer shall maintain records of all the above declarations in the appropriate form for a minimum period of three years from the date of filing thereof.
8.3 The Compliance Officer shall place before the Chief Executive Officer, on a monthly basis, all the details of the dealings in the Securities of the Company done by Directors, Officers and Designated Employee of the Company together the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged above.

9. Penalty for Contravention
9.1 Every Directors, Officers and Employee is individually responsible for complying with the applicable provisions of this code (including to the extent the provisions hereof are applicable to his / her dependents).
9.2 Employees, Officers and Directors of the Company who violate this code shall, in addition to other any other action taken by the Company pursuant to law, also be subject to disciplinary action by the Company, which may include fine/ penalty, wage freeze, ineligibility for future participation in employee stock option plans, suspension termination, etc. Such disciplinary action by the Company shall not preclude SEBI from taking any action for violation of SEBI (Prohibition on Insider Trading), Regulations, 1992 or any other applicable laws / rules/ regulations.

10. Enquiries
For any questions regarding whether they have PSI, the Directors, Officers, and Employee may also contact the Compliance Officer of the Company.