



DUROPLY INDUSTRIES LIMITED

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS

(As revised and approved by the Board of Directors on 31.03.2025)

Introduction

- i. SEBI (Prohibition of Insider Trading) Regulations, 2015 require the board of directors of every listed company to, formulate a code of conduct to regulate, monitor and report trading by its designated persons and their immediate relatives by adopting the minimum standards set out in Schedule B to the Regulations.
- ii. The Board of Directors of Duroply Industries Limited (“the Company”) accordingly, approved a Code, namely, Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, which was initially in force w.e.f. May 15, 2015 and the same was subsequently amended and renamed as “Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Designated Persons” which came into effect from April 1, 2019.

Objective

The broad objective of this Code of Conduct is:

- i. Preserving the confidentiality and preventing misuse of any unpublished price sensitive information about the Company or any of its securities;
- ii. Adherence to transparency and fairness in dealing with all stakeholders of the Company; and;
- iii. Strict compliance with applicable regulations of the Securities and Exchange Board of India and the relevant provisions of the Companies Act, 2013.

Definitions

- a. “**Act**” means the ‘Securities and Exchange Board of India Act, 1992’ as amended from time to time.
- b. “**Applicable Law**” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/ or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.
- c. “**Board**” means the Board of Directors of the Duroply Industries Limited.
- d. “**Code**” means Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons”



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- e. **“Company”** means Duroply Industries Limited.
- f. **"Compliance Officer"** means Company Secretary of the Company.
- g. **“Connected Person”** means:
 - (i) Any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship, whether temporary or permanent, with the Company that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established-
 - (a) a relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (g) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (h) a banker of the Company; or
 - (i) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest; or
 - (j) a firm or its partner or its employee in which a connected person specified above, is also a partner; or
 - (k) a person sharing household or residence with a connected person specified above.



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- h. **“Designated Person(s)”** shall mean persons specified as such by the board of directors of the Company in consultation with the Compliance Officer and shall include:
- (a) All Directors of the Company.
 - (b) All Promoters of the Company.
 - (c) Employees of the Company designated on the basis of their functional role in the Company or ability to have access to unpublished price sensitive information.
 - (d) Chief Executive Officer of the Company and employees upto two level below the Managing Director or Chief Executive Officer of the Company irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information.
 - (e) All employees of the secretarial department, accounts department and IT department having access to unpublished price sensitive information.
 - (f) Immediate relatives of Persons covered under clause (a) to (e).

Note: Depending on the change in the scope of responsibility of a person, the Compliance Officer with the approval of the Managing Director of the Company may include or exclude any person from the list of Designated Person.

- i. **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;

Note: It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what constitutes unpublished price sensitive information. Information published on the website of a stock exchange, would ordinarily be considered generally available.

- j. **“Immediate Relative”** means a 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.
- k. **“Insider”** means Connected Person or a person who is in possession of or having access to Unpublished Price Sensitive Information.
- l. **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- m. **“Legitimate Purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, investor relation advisors/ agencies, credit rating agencies/ advisors, registrar & share transfer agent, depositories, consultants, any other advisers/ consultants/ partners, any other business relationship not specifically covered above, which necessitates sharing of UPSI.



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- n. **“Material Financial Relationship”** means 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.
- o. **“Promoter” and “Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- p. **“Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment made thereof.
- q. **“Relative”** shall mean the following:
 - (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;
 - (iii) sibling of the person and sibling of its spouse;
 - (iv) child of the person and child of its spouse;
 - (v) spouse of the person listed at sub-clause (iii); and
 - (vi) spouse of the person listed at sub-clause (iv)
- r. **“SEBI”** means the Securities and Exchange Board of India.
- s. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof.
- t. **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any Securities of the Company and the terms “Trade” and “Traded” shall be construed accordingly.
- u. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- v. **“Trading Window”** shall mean the trading period of the Stock Exchanges which is available for trading in the Company’s securities.
- w. **“Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - (i) Financial results;
 - (ii) Dividends;
 - (iii) Change in capital structure;
 - (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - (v) Changes in key managerial personnel;



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Words and expressions used and not defined in these regulations but defined in the 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 there under shall have the meanings respectively assigned to them in those legislation.

POLICY

1. No Designated Persons and immediate relatives of Designated Persons - when in possession of any UPSI about, or in relation to the Company or its securities shall:
 - ▶ Trade or deal in the securities of the Company, either on his/her behalf or on behalf of any other person;
 - ▶ Communicate, provide or allow access to, or counsel, directly or indirectly, any unpublished information relating to the Company or any of its securities, to any other person, except on a need to know basis in furtherance of legitimate purposes in relation to the Company.
2. All designated persons and their immediate relatives shall conduct their trading in the securities of the Company only during or in a valid trading window strictly in compliance with this Code.
3. In case a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

ROLE OF THE COMPLIANCE OFFICER

- The Compliance Officer shall report on insider trading to the Board of Directors of the Company and shall provide reports on compliances of the Regulations to the Audit Committee. The Reports shall be submitted to the Chairman of the Audit Committee at such frequency as may be stipulated by the Board but not less than once in a year.
- The Compliance Officer shall preserve the disclosures received and submitted to the Stock Exchanges concerned for a minimum period of five years.
- The Compliance Officer shall provide clarifications sought for under the Regulations or this Code to the designated persons, to the extent possible.
- The Compliance Officer shall monitor and ensure compliance of this Code.

CHINESE WALL PROCEDURES

- To prevent the misuse of confidential information, the Company shall adopt the "Chinese Wall" policy which segregates the premises into inside areas and public areas. Inside areas refer to those areas and departments of the Company in which confidential information may ordinarily be available. Public areas refer to those areas where any confidential information would ordinarily not be available, and to which any outside person may be allowed access.



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- Inside areas shall be accessible in normal course only to Designated Persons. Designated Persons in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area. Further, Employees who are Designated Persons are to be physically segregated from Employees in public area. In exceptional circumstances Employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

Trading Window

- During such period when the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the securities of the Company. It is the duty of the Designated Persons to inform their immediate relatives about the closure of Trading Window and ensure that they do not trade in the securities of the Company.
- The Trading Window shall remain closed from the end of every quarter till 48 hours after the declaration of financial results.
- In addition to the above, the Trading Window may be closed when the Compliance Officer determines that a Designated Person or a class of Designated Persons is reasonably expected to be in possession of UPSI. The time for re-opening of the Trading Window shall be determined by the Compliance Officer after analyzing various factors including the fact that the Unpublished Price Sensitive Information has become accessible to the public on a non-discriminatory basis and being capable of assimilation by the market and such time for re-opening of the Trading Window shall not be in any event earlier than 48 (forty eight) hours after the Unpublished Price Sensitive Information has become accessible to the public on a non-discriminatory basis.
- The Trading Window to deal in the securities of the Company shall also be applicable to any other person as may be specified by the Company / determined by the Board / the Compliance Officer.
- The Compliance Officer will notify the Designated Persons and such other persons as mentioned hereinabove, about closure and opening of Trading Window and will also inform the Stock Exchanges simultaneously.
- The gap between clearance of financial results by the Audit Committee Meeting and the Board Meeting shall be as narrow as possible and preferably on the same day to avoid leakage of material information.

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

- The Designated Person shall not communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or its securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- No Designated Person shall procure from or cause the communication by any other Designated Person of unpublished price sensitive information, relating to the Company or its securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



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- Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - a. an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the sharing of information is in the best interests of the Company; or
 - b. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the sharing of information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

- However, any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Codes and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the Codes and the Regulations or shall be required to execute agreement to maintain confidentiality or non-disclosure obligations to keep information so received confidential, except for the purposes prescribed in the Regulations and notwithstanding anything contained elsewhere in this Code, shall not trade in securities of the Company while in possession of UPSI.
- Limited access to confidential information – Adequate restriction shall be placed on communication or procurement of UPSI and files containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc. List of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.

TRADING IN EQUITY SHARES BY DESIGNATED PERSONS

The Designated Persons and their immediate relatives may trade in equity shares of the Company subject to compliance of the following procedure:

- The Designated Persons may be of two types- (i) who possesses any Unpublished Price Sensitive Information; and (ii) who doesn't have any Unpublished Price Sensitive Information.
- Any Designated Person who is in possession of any Unpublished Price Sensitive Information is prohibited from trading either directly or through their immediate relatives.
- In the event of a Designated Person not possessing any Unpublished Price Sensitive Information, trading is permitted, subject to this Code and the Regulations. However, the Designated Person shall require a pre-clearance from the Compliance Officer in



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case the quantum of trade (executed directly or through their immediate relatives) exceeds or likely to exceed Rs. 10,00,000/- (Rupees Ten Lakh only) (market value), whether in one transaction or a series of transactions over any calendar quarter, either individually or in aggregate. The Designated Person may submit an application in the prescribed format for pre-clearance to the Compliance Officer in compliance with the requirements of this Code and upon approval thereof may execute the trade within seven trading days from the date of receipt of such approval.

- The Designated Person has to make an application to the Compliance officer asking for a pre-clearance, once received the Compliance officer needs to grant/reject permission within two trading days.
- The Designated Person has to inform the Company about the transactions (executed directly or through their immediate relatives) after receiving the pre-clearance approval within three days of execution of transaction.
- The Designated Person or their immediate relatives can also trade without taking a pre-clearance from the Compliance Officer in case the trade value is upto / below Rs. 10,00,000/- (Rupees Ten Lakh only) (market value), whether in one transaction or a series of transactions over any calendar quarter, either individually or in aggregate but no contra trade shall be allowed in six months of the prior transaction.
- In the event a Designated Person executes a contra trade as described hereinabove, inadvertently or otherwise, in violation of the restriction specified in this Code, the profits from such a Trade shall be liable to be disgorged for remittance to SEBI for credit to Investor Protection and Education Fund administered by SEBI under the Act. However, this shall not be applicable for trades carried pursuant to exercise of stock options.
- Format of Pre-Clearance Application form and the format of Undertaking to be submitted by the Designated Person are attached as **Annexure 1**. Format for Disclosure of transaction, which needs to be furnished to the Compliance Officer within three trading days from the date of transaction, is attached as **Annexure 2**. In case the Designated Person does not trade (executed directly or through their immediate relatives), he/she has to submit a NIL report (in the Format as given under **Annexure 3**) stating reasons as to why no transaction was executed.
- Designated Persons or their immediate relatives shall not, at any time, take any position in derivatives of the securities of the Company.

TRADING PLAN

The Regulations envisages the concept of formulation of a “Trading Plan” whereby a Designated Person or an Insider, 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 Regulations.



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Formulation of Trading Plan

A Designated Person or 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 one hundred and twenty calendar days from public disclosure of the trading plan.
- (b) There shall be no overlap with any period for which another trading plan is in place.
- (c) The trading plan should set-out of the following parameters:
 - i. Either value of trades to be effected or the number of securities to be traded;
 - ii. Nature of the trade;
 - iii. Time period at or dates on which trades shall be effected not exceeding five consecutive trading days;
 - iv. Upper price limit for a buy trade and a lower price limit for a sell trade;
- (d) Trading plan should not entail trading in securities for market abuse.

However, trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

The Designated Person/Insider shall present the formulated Trading Plan to the Compliance Officer for approval and public disclosure.

The implementation of the trading plan shall not be commenced if any UPSI in possession of the Designated Person/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.

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 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 Designated Person/ 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 their trades.



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The trading plan once approved shall be irrevocable and the Insider has to mandatorily implement the plan, without executing any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. Also, the Designated Person/ Insiders shall execute the trade only if the execution price of the security is within the price limit, if any, set by him for a trade.

The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the plan and notify the approved plan to the Stock Exchanges on the day of approval.

DISCLOSURE OF TRADING BY CERTAIN PERSONS

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

I. Initial Disclosure:

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

II. Continual Disclosure:

- (a) Every Designated Person shall disclose to the Company the number of securities acquired or disposed of within 2 (two) trading days of such transaction if the value of securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakh only) or such other value as may be specified in the SEBI prescribed Form **(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.



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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 -4** 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 -5** 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.

III. Continual Disclosure

The Designated Person shall within 15 days disclose to the Compliance Officer, any change to the information as provided under the annual disclosure, in **Annexure -5**.

INTERNAL CONTROL

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading and the Audit Committee of the Company is entrusted with responsibility to verify that the systems for internal control are adequate and are operating effectively.

REVIEW BY AUDIT COMMITTEE

The Audit Committee of the Company shall review the compliance with the provision of this Code and Regulations at least once in a financial year and also verify the adequacy and effectiveness of the internal controls in place to ensure compliance of the Regulations.

REVIEW AND AMENDMENTS BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board reserves the power to review and amend this Policy from time to time. All provisions of this Policy would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental, and regulatory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental, and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.



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PENALTY FOR CONTRAVENTION OF THE CODE

- Every Designated Person shall be individually responsible for complying with the provisions of this Code for himself and his immediate relatives (to the extent the provisions hereof are applicable to their immediate relatives and notwithstanding any action the Company may have against them). The Designated Person shall also be responsible for penal action against him for violations by his immediate relatives.
- Any contravention of this code would attract internal disciplinary actions by the Company including wage freeze, suspension, recovery etc., as may be imposed and decided by the Audit Committee. Disciplinary Actions may differ from case to case and shall be based on the severity of violation, frequency of violation, circumstances of violation, degree of abuse, etc.
- Any amount collected under aforesaid clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- The action taken by the Company shall not preclude SEBI and other Regulatory authorities from taking any action in case of violation of this code / SEBI (Prohibition of Insider Trading) Regulations, 2015.
- In case of violation of this code, Penalty prescribed under SEBI Act, 1992 shall be levied by SEBI in addition to all such other action as may be taken.
- In case it is observed that there is a violation of the Regulations, necessary information shall be given promptly by the Company to the stock exchange(s) where the securities of the Company are traded, in such form and such manner as may be specified by SEBI from time to time.

PROTECTION AGAINST RETALIATION AND VICTIMISATION

An employee who files a Voluntary Information Disclosure Form with SEBI, shall be provided suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination by the Company, irrespective of whether the information is considered or rejected by SEBI or the employee is eligible for a Reward under the Regulations, for such reasons as are mentioned in Regulation 7I of the Regulations.

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.