

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE AND INQUIRY IN CASE OF LEAK OR
SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

INTRODUCTION AND APPLICABILITY

Pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, all listed companies are required to implement a Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving the compliance with the aforementioned regulations.

This Code of Conduct has been designed to enhance the standards of governance and comply with the stated regulation.

Applicability:

The following designated persons have been covered under this Code of Conduct on the basis of their role and function and the access that such role and function would provide to Unpublished Price Sensitive Information (UPSI) in addition to seniority and professional designation:

1. Promoter and Promoter Group;
2. Directors;
3. Company Secretary and Chief Financial Officer;
4. Connected persons as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
5. Employees of the Company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organisation by their board of directors;
6. All promoters who are individuals or investment companies for intermediaries or fiduciaries;
7. Employees upto two levels below Chief Financial Officer of the company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
8. Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

This Policy has been adopted by the Board at its meeting held on and will come into effect on May 22, 2026.

Definitions

“Act” means the Securities and Exchange Board of India Act, 1992 and any amendments thereto;

“Applicable Law” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, 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.

“Audit Committee” means Audit Committee of the Board constituted as per the regulatory requirements.

“Board” means the Securities and Exchange Board of India;

“Board of Directors” means the Board of Directors of AIRPRO TECHNOLOGY INDIA LIMITED-;

“Code of Conduct/Code” shall mean this Code of Conduct as amended from time to time;

“Company” means AIRPRO TECHNOLOGY INDIA LIMITED --;

“Companies Act” means Companies Act, 2013 and the Rules made there under and any amendments thereto;

“Compliance Officer” means Company Secretary or such other senior officer, designated so and reporting to the board of directors or head of the organization in case board of directors is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the listed company or the head of an organization, as the case may be

“Key Managerial Personnel” shall have the meaning assigned to it under Section 2(51) of the Act;

“Promoter Group” shall have the meaning assigned to it under Regulation 2(1)(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

“SEBI” shall mean the Securities and Exchange Board India;

“Support Staff” shall include IT staff or secretarial staff who have access to Unpublished Price Sensitive Information;

“Unpublished Price Sensitive information” (UPSI) means any information, relating to a 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 Securities of the Company and includes the following:

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business award or termination of order/contracts not in the normal course of business and such other transactions;
- v. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;

AIRPRO TECHNOLOGY INDIA LIMITED
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- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

Explanation:

‘Fraud’ shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

‘Default’ shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- i. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- ii. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- iii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- iv. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- v. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- vi. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- vii. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation: For identification of events enumerated above as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

“Leak of UPSI” shall mean communication of information which is / shall be UPSI by any insider, employee and designated persons or any other known or unknown person to any person other than a person(s) authorized by the Board of Directors of the Company after following the due process prescribed in this behalf in this Code and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or the Regulations and any amendment, re-amendment or re-enactment thereto;

“Legitimate Purposes” 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 or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2018 or of any other Regulations that may be in force for the time being.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 2018 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

Principals of Fair Disclosures

The Company shall follow the Principles of Fair Disclosures detailed hereunder:

1. 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. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing 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. Handling of all unpublished price sensitive information on a need-to-know basis.

Duties of the Compliance Officer: The Compliance Officer shall be responsible to:

- (a) Oversee the compliance with this Code.
- (b) Report the incident of actual or suspected leak of UPSI to the SEBI.
- (c) Intimate the incident of actual or suspected leak of UPSI to the stock exchanges.
- (d) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the enquiry committee.

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Disclosure of actual or suspected leak of UPSI to Stock Exchanges: Upon becoming aware of an actual or suspected leak of the Company's UPSI, either independently or through information received from any individual, the Compliance Officer shall ensure that: (a) the matter is referred to the enquiry committee for review; and (b) a report detailing the actual or suspected UPSI leak and its findings is promptly submitted to SEBI after the enquiry is concluded.

Constitution of Enquiry Committee

The Board, or any committee authorized by them for this purpose, shall establish an enquiry committee. The committee will consist of at least three members, including the Executive Chairman, Chief Financial Officer, Compliance Officer, and any other officer of the Company as mutually agreed upon by the Committee members.

The enquiry committee will be responsible for the following-

- (a) Conducting a preliminary enquiry to determine the validity of any information or complaint regarding an actual or suspected leak of UPSI; and
- (b) Authorizing any individual to gather necessary supporting materials and deciding on appropriate disciplinary actions based on the findings.

Procedure for Enquiry in Case of Leak of UPSI

Upon becoming aware, either proactively or otherwise, of an actual or suspected leak of UPSI within the Company by any Promoter, member of the Promoter Group, Director, Key Managerial Personnel, insider, employee, designated person, Support Staff, or any other known or unknown individual, the concerned party, after informing the Executive Chairman or Chief Financial Officer, shall follow the procedure outlined below to investigate the matter and ensure:

- (a) Preliminary enquiry:
 - (i) The preliminary enquiry is a fact-finding process aimed at determining the validity of the allegations made in the information or complaint and gathering necessary evidence to support those allegations. Based on this, it will be decided whether disciplinary action is warranted.
 - (ii) The enquiry committee shall appoint and/or authorize any person(s) it deems appropriate to initiate and conduct the enquiry, gathering relevant facts and materials related to the actual or suspected leak of UPSI.
- (b) Report of preliminary enquiry to the enquiry committee: The person(s) appointed or authorized to investigate the actual or suspected leak of UPSI must submit their report to the enquiry committee within 7 days from the date of their appointment.
- (c) Proceedings before the enquiry committee: Upon receiving the report from the IO and reviewing the evidence and representations made by the individual(s) suspected of leaking UPSI, the enquiry committee will form an opinion. If it concludes that the person(s) are guilty of leaking or attempting

to leak UPSI, the Committee will initiate appropriate disciplinary action, which will be in addition to the penalties specified under the Regulations and any other applicable legal provisions.

- (d) Disciplinary action: The disciplinary actions may include, but are not limited to, wage freezes, suspension, recovery of losses, termination of employment contract/agreement, or other measures as decided by the members of the enquiry committee.

Procedure for responding to any queries/ requests for verification of market rumours by Stock Exchanges

1. The Compliance Officer, in consultation with MD or WTD or in the absence of Compliance Officer, other Authorised Person, shall give an appropriate, fair and prompt response to the queries by regulatory authorities / stock exchanges related to news reports and requests for verification of market rumours.
2. As and when necessary, the Company may on its own initiative, clarify, confirm or deny any reported event or information to stock exchange(s) with respect to any market rumours.

Policy for determination of Legitimate Purpose

In determining “Legitimate Purpose” for sharing of UPSI with any person, emphasis shall be given to the need for actions required in the ordinary course of business for the purposes of:

- i. performance of duties;
- ii. compliance with legal obligations;
- iii. pursuance of envisaged corporate actions resulting to UPSI;
- iv. meeting regulatory / statutory requirements;
- v. evaluation of business opportunities; and
- vi. other bonafide purposes, as required.

Digital Database

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall not be outsourced and shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

The Compliance Officer shall maintain record of the details of the recipients including their PAN, Address etc. of UPSI on legitimate purpose including the following:

- a) Whether the concerned UPSI is required to be shared and why the information is required by the recipient?
- b) Who had shared the UPSI and whether he was authorised to do so?
- c) Whether the Compliance Officer was intimated before such sharing of UPSI?

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 purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

The Board of Directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is 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 structured digital database shall be preserved till the completion of such proceedings.

If an insider receives a query about any UPSI related to the Company, he shall not comment on the same and shall forward such query to the Chief Investor Relations Officer. The Chief Investor Relations Officer shall deal with such query in accordance with Applicable Law and this Code in consultation with Managing Director or Whole Time Director of the Company.

Amendments

This policy will be reviewed periodically by the Board/ Committee as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors in cases of material changes to the Policy.

Interpretation

In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

Conflict

In the event of any conflict between this Code and the provisions contained in the applicable laws, the provisions of applicable laws shall prevail.

Disclosure

This Policy will be disclosed on the Company's website at <https://airpronetworks.com/>

Version History

Version	Approved By	Approval Date	Effective Date
1 st Version	Board of Directors	12.06.2026	12.06.2026