

**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR
MANAGEMENT AND TERMS AND CONDITIONS OF APPOINTMENT OF
INDEPENDENT DIRECTORS**

Introduction

The Board of **AIRPRO TECHNOLOGY INDIA LIMITED** (the “**Company**”) has adopted this Code of Conduct (the “**Code**”) on 12., with effect from the date of listing of Company’s equity shares on Stock Exchanges, to assist directors and senior management in fulfilling their duties to the Company. Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“**SEBI Listing Regulations**”) requires the Board of Directors to lay down this Code for all members of the Board and Senior Management of the Company. Further, the Code also incorporates duties of Independent Directors as laid down in Section 149 and Schedule IV (Code for Independent Directors) of the Companies Act, 2013 (the “**Act**”).

The Directors are entrusted with responsibility to oversee management of the business and affairs of the Company. As the Company’s policymakers, the Directors set a standard of conduct for all directors, officers and employees. The Company has a long-standing commitment to compliance with applicable laws and regulations and to operating in accordance with the highest standards of business conduct. In many instances, the Directors’ Code’s guidelines and standards go beyond the requirements of applicable law. Thus, the Chief Executive Officer (“**CEO**”) and the Chief Financial Officer (“**CFO**”), or any other officials who hold such powers, duties and responsibilities, are required to certify every year that there are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violating this Code.

This Code intends to promote and enhance transparency in corporate governance and to ensure that the affairs of the Company are conducted in an ethical manner and are in compliance with the applicable laws and regulations. The Code is being adopted in letter and spirit to guide the transactions with the Company’s colleagues, customers, governments, investors, regulators and society at large.

Definitions

In this Code, unless the context otherwise requires:

- a) “**Act**” shall mean the Companies Act, 2013 and the rules made thereunder, including any modifications, amendments or re-enactment thereof.
- b) “**Applicable Laws**” shall mean the Companies Act, 2013 and the rules made there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure

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Requirements) Regulations, 2015; as amended from time to time.

- c) **“Board or Board of Directors”** shall mean all the members of the Board of Directors of the Company.
- d) **“Code”** shall mean this Code of Conduct for the Board of Directors and Senior Management Personnel of the Company and as may be amended from time to time.
- e) **“Company”** shall mean **AIRPRO TECHNOLOGY INDIA L**
- f) **“SEBI Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.
- g) **“Senior Management”** shall mean officers and personnel of the Company who are members of its core management team, excluding the board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer and manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors by the company.
- h) Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations or any other applicable law or regulations.

Applicability

This code shall be applicable to following persons:

- a) All Whole Time Directors including the chairman and managing director of the Company;
- b) All Non-Executive Directors including Independent Directors; and
- c) All Senior Management.

The Company appoints the Company Secretary of the Company as a Compliance Officer for the purposes of this code, who will be available to Board of Directors/Senior Management to answer questions and to help them comply with the code.

With a view to maintain high standards that the company requires, the following rules/code of conduct should be observed in all activities in respect of the Company.

Code of Conduct for the Board of Directors and Senior Management

The Board and Senior Management of the Company agree to the following code of conduct:

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- a) To function and discharge their responsibilities in accordance with all applicable laws, rules and regulations.
- b) To take utmost care and diligence in exercising the powers attached to the office in performance of the duties.
- c) To act in accordance with the highest standards of personal and professional integrity & maintain honesty and ethical conduct in the best interests of the Company without allowing their independent judgement to be subordinated. Directors shall act in the best interests of the Company and fulfill the fiduciary obligations.
- d) To act in good faith in order to promote the objects of the Company for the benefit of all the stakeholders of the Company.
- e) To ensure that personal interest do not conflict with interest of the Company: The Directors and Senior Management personnel shall not engage in any business relationship or activity, which may be in conflict of interest of the Company or may be prejudicial to the interest of the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of Directors and approval of the Board is required to be obtained. Transactions/dealing done on arm's length basis shall not be considered to be conflict of interest.
- f) Not achieve or attempt to achieve any undue gain or advantage either to themselves or their relatives, partners, or associates and if they are found guilty of making any undue gain, they shall be liable to pay an amount equal to that gain to the Company.
- g) Directors and Senior Management personnel must protect the Company's assets and information and shall not use these for personal use, unless approved by the Board.
- h) No Directors/Senior Management Personnel of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favors. Subject to this clause, nominal gifts of commemorative nature, for special events/achievements or in the course of social relations and normal business courtesies may be accepted/given.
- i) To ensure to not provide any information to the press and any other publicity media unless specifically authorized to do so.
- j) To remain independent in judgement and actions in respect of all decisions taken by the Board.
- k) To ensure that confidential information acquired in the course of work is disclosed only if permitted by the Company or in accordance with requirements of law. No

Director/Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

Duties of Independent Directors

Schedule IV of the Companies Act, 2013 lays down the following duties specifically for Independent Directors and they form an integral part of this Code:

- i. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- ii. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company.
- iii. Strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a member.
- iv. Participate constructively and actively in the committees of the Board in which they are chairpersons or members.
- v. Strive to attend the general meetings of the Company.
- vi. Where they have concerns about the running of the Company, or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting.
- vii. Keep themselves well informed about the Company and the external environment in which it operates.
- viii. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- ix. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company.
- x. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- xi. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.
- xii. Act within their authority, assist in protecting the legitimate interests of the Company,

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shareholders and its employees.

- xiii. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- xiv. Protect the Company's assets including physical assets, information and intellectual rights, and not use them for personal gain.
- xv. Not allow any extraneous considerations that will vitiate his exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision making.
- xvi. Not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.
- xvii. To comply with the Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information as well as the Code of Conduct for dealing in Company's securities framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, and to not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information, defined in the above-mentioned Regulations, about the company and therefore constituting insider information.

The Directors shall:

- a) act in accordance with the articles of association of the Company;
- b) act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of the environment; and
- c) exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment

The Directors shall not:

- a) involve themselves in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- b) achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such Director is found guilty of making any undue gain, they shall be liable to pay an amount equal to that gain to the Company;

- c) or assign his office and any assignment so made shall be void.

Conflicts of Interest

Directors and Senior Management Teams are expected to dedicate their best efforts to advancing the Company's interests and to make decisions that affect the Company based on the Company's best interests and independent of outside influences.

A conflict of interest occurs when one's private interests interfere in any way, or even appear to interfere with the interests of the Company. A conflict situation can arise when a director takes actions or has interests that make it difficult to perform his/her duties for the Company objectively and effectively. A director's obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and business relationships. Following are some common examples that illustrate actual or potential conflicts of interest:

1. Owning an interest in a company that competes with or does business with the Company
2. Participating in a joint venture, partnership or other business arrangement with the Company; and
3. Employment with or serving as a director of a competitor, customer or supplier of the Company.

A director or senior manager who has an actual or potential conflict of interest, including any of the situations described above, must disclose to the Board:

- i. the existence and nature of the actual or potential conflict of interest and
- ii. all facts known to him/her regarding the transaction that may be material to a judgment about whether to proceed with the transaction. The director or senior manager may proceed with the transaction only after receiving approval from the Board.

Loans

A director may not obtain any loan from the Company.

Gifts and Entertainment

- i. When acting on behalf of the Company, directors or senior manager should never request gifts, entertainment or any other business courtesies from people doing business with the Company (including suppliers, customers, competitors, contractors and consultants).
- ii. Unsolicited gifts are permissible if they are customary and commonly accepted business courtesies; not excessive in value; and given and accepted without an express or implied understanding that the director is in any way obligated by acceptance of the gift.

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Gifts with a value of over Rs. 10,000/- should only be accepted with the approval of the Audit Committee. Meals in the ordinary course of business and infrequent meals and entertainment, such as cultural or sporting events, that are attended by both the director and the done are not considered gifts.

- iii. Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount are prohibited.

Company Property

Directors and senior managers have a responsibility to safeguard and properly use Company assets and resources, as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, Company assets, including Company equipment, materials, resources and proprietary information, must be used for Company business purposes only.

Confidential Information

- i. Directors and senior managers shall maintain the confidentiality of information entrusted to them by the Company. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the director or anyone other than the Company.
- ii. The Company driven by technology, that may be indigenous or belonging to customers / authorities around the globe, places utmost importance on the preservation of confidentiality of information – both, corporate as well as information that is entrusted to it by its stakeholders especially customers and suppliers.
- iii. Upholding the confidentiality of information is fundamental to the Company's business. Every Board Member or Senior Management Personnel has the duty to preserve and protect the confidentiality of information of the Company and Stakeholders that they are privy to during the performance of their duties and responsibilities. Their responsibility towards maintaining confidentiality continues even after the expiry of their tenure on the Board or with the Company, as the case may be.
- iv. Any information entrusted to, disclosed or acquired by any Director or Senior Management Personnel of the Company must be treated as confidential, except when a disclosure is authorized by the Company or is deemed necessary by law, regulations or legal proceedings.
- v. The Directors and Senior Management Personnel are encouraged to consult the Chairman of the Board of Directors when faced with a legal obligation to disclose confidential information.

Examples of confidential information include but are not restricted to:

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- a) Information not yet released to the public
- b) Unpublished company strategy
- c) Current or future expansion plans, R&D programs, technical breakthroughs and/or inventions
- d) Investments, planned mergers or acquisitions
- e) Information received from customers or partners
- f) Unpublished Financial data either actual or forecasted
- g) Employee information

Fair Dealing

Directors and senior managers should endeavor to deal fairly with the Company's Customers, Suppliers, Competitors and Employees and should never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Compliance with Laws and Regulations

The Company is committed to compliance with those acts, rules and regulations that govern the conduct of our business.

Securities Laws

It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Board of India, the Stock Exchange, Registrar of Companies and in all other public communications made by the Company. Directors must abide by applicable Company policies and procedures designed to promote compliance with this policy.

Declarations to the Board

A Board Member shall not take membership of more than such number of committees or act as Chairman of more than such number of committees across all companies as is prescribed under applicable law or provisions of Listing Agreement with Stock Exchanges. Every Board Member shall inform the Board of all such membership at the beginning of each financial year and also of every change as and when they take place. The Board Members and the Senior Management team shall inform their equity holding in the company and any changes that may take place and shall not indulge in any trading of the securities of the company which would come within the purview of the Company's Insider Trading Regulations. In case of any agreement or contract which is or shall be entered into by and between two corporate entities, in which a Director is interested, the Director shall forthwith draw the attention of the Board about the fact and shall not participate in the deliberations nor vote on the resolution relating

to the same.

Insider Trading

Directors and senior management personnel are prohibited by Company policy and the law from buying or selling securities of the Company when in possession of material Unpublished Price Sensitive Information. Passing such information on to someone who may buy or sell securities (tipping) is also illegal. The prohibition applies to Companies securities and to securities of other companies if you learn material Unpublished Price Sensitive Information about other companies, such as the Company's customers or suppliers, in the course of duties for the Company. Directors are subject to additional requirements relating to reporting and effecting transactions in Company securities.

Competition Laws

While the Company competes vigorously and creatively in its business activities, its efforts in the marketplace must be conducted in accordance with all applicable Competition Act and Regulations. Directors should not engage in any activity in violation of the applicable Competition Act.

Anti-Corruption Laws

The Company conducts its international business activities in compliance with applicable Anti- Corruption Act of the India and the laws of all other countries in which the Company conducts business. The Anti-Corruption Act prohibits the Company and its officers, employees and agents from giving or offering to give money or anything of value to a foreign official, a foreign political party, a party official or a candidate for political office in order to influence official acts or decisions of that person or entity, to obtain or retain business, or to secure any improper advantage. Directors and Senior Manager Personnel should not engage in any activity that might involve the Company in a violation of the Anti-Corruption Act.

Interacting with Government

The various branches and levels of government have different laws restricting gifts, including meals, entertainment, transportation and lodging that may be provided to Government Officials and Government Employees. Directors and Senior Management Personnel should not offer to or pay for meals, travel, lodging or any other expenses for Government Officials in connection with the Company or Company business without first consulting with the Legal Counsel.

Political Contributions

The Company will not make political contributions from corporate resources to any political party, candidate or holder of public office, or political committee in violation of section 182 of

the Companies Act, 2013. This includes monetary contributions as well as in-kind contributions (such as the use of corporate property, personnel services or facilities).

Directors may not cause the Company to make a contribution to any political party or for any political contribution without the prior approval of the Board. Company directors must comply with applicable laws and Company policy with respect to causing the Company to make political contributions. Directors may not make personal political contributions on behalf of, or in the name of, the Company. Directors will not be reimbursed or otherwise compensated for any personal political contribution.

Non-Compliance and Annual Compliance Report

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations will be appropriately investigated. Directors who violate this Code may be subject to sanctions, up to and including a request to resign as Director or the Board's seeking removal of the Director, where permitted by applicable law.

A director charged with a violation of this Directors' Code should not participate in a vote of the Committee or the Board concerning his/her alleged violation but may be present at a meeting of the Board or Committee convened for that purpose.

Any waiver of this Directors' Code must be approved by the Board of Directors and publicly disclosed as required by law or regulation.

Regulation 26 (3) of the SEBI Listing Regulations, requires all members of the Board of Directors and Senior Management Personnel to affirm compliance with this Code on an annual basis within 10 days of the closure of the financial year as per the prescribed format. The Annual Report shall contain a declaration signed by the CFO and CEO, if any, or any other official who holds the powers, duties and responsibilities of a CEO/CFO stating that the members of Board of Directors and Senior Management Personnel have affirmed compliance with this Code under the Management Discussion Analysis of the Corporate Governance Report of the Company.

No Rights Created

This Directors' Code sets forth guidelines for conduct for the Board of Directors and Senior Management Team. It is not intended to and does not create any rights in any director, officer, employee, client, supplier, competitor, shareholder or any other person or entity.

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

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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.

Dissemination of Policy

This Policy shall be hosted on the Company's website at _____ -

Version History

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