

**PATELS AIRTEMP (INDIA) LIMITED
(CIN No.: L29190GJ1992PLC017801)**

**CODE OF PRACTICE AND PROCEDURES
FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

(Revised w.e.f. 14th February, 2026)

Table of Contents

Sr. No.	Particulars	Page No.
1	Introduction	3
2	Objective	3
3	Applicability	3
4	Definitions	3
5	Principles of Fair Disclosure of Unpublished Price Sensitive Information	6
6	Responding to Market Rumours	8
7	Determination of Legitimate Purpose	9
8	Maintenance of Structured Digital Database:	11
9	Disclosures	11
10	Amendments/Policy Review:	11

PATELS AIRTEMP (INDIA) LIMITED
(CIN No. L29190GJ1992PLC017801)

CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

(Revised w.e.f. 14th February, 2026)

1. Introduction

The Securities and Exchange Board of India (“SEBI”) vide Gazette Notification No. LAD-NRO/GN/2014-15/21/85 dated 15th January 2015 issued SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”).

Pursuant to Regulation 8 of SEBI PIT Regulations, as amended from time to time, the Board of Directors of a Company, whose securities are listed on a Stock Exchange, is required to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (**UPSI**). Accordingly, Patels Airtemp (India) Limited (hereinafter referred to as the “**Company**”) has framed the Code of Practices and Procedures for Fair Disclosure of UPSI (hereinafter referred to as “Code”) in compliance with SEBI PIT Regulations and further amendments and modifications notified by SEBI from time to time.

2. Objective

This Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could probably have impact in the price discovery, in the market for securities of the Company. This Code and every amendment thereto shall be promptly intimated to the Stock Exchanges where the securities are listed to promote transparency amongst the investors.

3. Applicability

This Code shall be applicable to all the persons of the Company who could possess Unpublished Price Sensitive Information relating to the Company.

4. Definitions:

The definitions of some of the key terms used in this Code are given below. Terms not defined herein shall have the meaning assigned to them under SEBI PIT Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the Rules and Regulations made thereunder, as the case may be or in any amendment thereto.

- 1 **“Connected Person”** means,
 - i any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity 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 between himself and the company whether temporary or permanent, 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
 - a) an immediate 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
 - g) 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
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) a banker of the company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of UPSI. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company’s operations. It is intended to bring within its ambit those who would have access to or could access UPSI about any company or class of companies by virtue of any connection that would put them in possession of UPSI.

- 2 **“Generally available information”** means information that is accessible to the public on a non- discriminatory basis. 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;
- 3 **“Insider”** means any person who is:
 - a) a Connected Person; or
 - b) in possession of or having access to unpublished price sensitive information;

- 4 **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to the 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 the Securities and shall, ordinarily including but not restricted to, information relating to the following:
- a) financial results;
 - b) dividends;
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions; and
 - e) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
 - f) change in rating(s), other than ESG rating(s);
 - g) fund raising proposed to be undertaken;
 - h) agreements, by whatever name called, which may impact the management or control of the company;
 - i) 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;
 - j) resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
 - k) 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;
 - l) 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;
 - m) 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;
 - n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - o) 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;
 - p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (i):

- a) '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.

- b) '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.

Explanation 2- For identification of events enumerated in this clause 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.

5. Principles of Fair Disclosure of Unpublished Price Sensitive Information

Preservation of UPSI:

No insider shall communicate, provide, or allow access to any UPSI relating to the Company or its securities listed or proposed to be listed, to any person including other insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Company Secretary and Compliance Officer:

The Company Secretary and Compliance Officer of the Company shall be responsible for ensuring that the Company complies with disclosure requirements and co-ordinating disclosure of UPSI to Stock Exchanges and on the Website of the Company. Information disclosure/dissemination needs to be approved in advance by the Company Secretary and Compliance Officer. If UPSI is accidentally disclosed without informing the Company Secretary and Compliance Officer, the person responsible may immediately inform the Company Secretary and Compliance Officer. In such event of inadvertent, selective disclosure of UPSI, Company Secretary and Compliance Officer shall take prompt action to ensure such information is generally available.

Need to know:

The UPSI shall be handled on a 'Need to know' basis. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

Dissemination of UPSI:

To adhere with the principles as mentioned in Schedule A to the SEBI PIT Regulations, the Company shall ensure the following:

- 1) UPSI may be communicated, provided, or allowed access to any employee or to third parties, if such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2) Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 3) Make a public announcement with respect to any matter only after the Company has taken a final or definitive decision.
- 4) Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website before releasing such information to media or analysts.
- 5) The Company shall typically not respond to speculative media articles or enquiries regarding any activities of the Company and shall provide appropriate and fair response to queries from Stock Exchange and regulatory authorities on news reports or verification of market rumours.
- 6) Ensuring that information shared with analysts and research personnel is not UPSI.

- 7) Develop best practices to make transcripts or records of proceedings of meeting with analysts and other investor relations conferences may be made available on the official website to ensure official confirmation and documentation of disclosures made.
- 8) When there are rumours or news reports and the Company is queried by the regulatory authorities, the Company will provide appropriate and fair reply by accepting, denying, or clarifying the same. The Company will not be required to make disclosures in cases where the proposal is still in progress, or there are impending negotiations or incomplete proposals, the disclosure of which will not be appropriate and could prejudice the Company's legitimate interests.
- 9) Promptly disseminate UPSI to the market through the stock exchanges in case UPSI gets disclosed selectively, inadvertently or otherwise to a section of the market, to make such information generally available.

6. Responding to Market Rumours

The Company's general policy is not to comment on any market rumours.

In case there is any query or request for verification/ clarification of market rumours by the Stock Exchanges, the Company Secretary/Compliance Officer shall carry out preliminary enquiry/investigation on the rumour, actual/potential effect on movement of prices of the securities and other related factors.

Further, the Company shall respond to market rumours in the form of clarification, denial or rebuttal to be given to the Stock Exchange and in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and after consultation with Chairperson, Managing Director, CEO, CFO of the Company.

In accordance with the provisions of SEBI Listing Regulations, as amended, and related circulars, industry standards and notifications issued in this regard from time to time, the Company shall confirm, deny or clarify, upon the material price movement in the shares of the Company, as specified by the Stock Exchanges, any reported event or information in the mainstream media which is not general in nature and which indicates that rumour of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible, but not later than 24 (twenty four) hours from the trigger of material price movement. In case the Company confirms the reported event or information, it shall also provide the current stage of such event or information.

7. Determination of Legitimate Purpose

Meaning of Legitimate Purpose:

The term 'legitimate purpose' include sharing of UPSI 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 prohibition of this Code or the PIT Regulations.

No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Handle all price-sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company in accordance with this Code of Fair Disclosure and the PIT Regulations.

Notwithstanding anything contained in this Code, any UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- (i) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors are of the informed opinion that sharing of such information is in the best interests of the Company;
- (ii) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors are of the informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made Generally Available Information at least 2 (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.

For purposes of sub-clause 6.4 above, 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-clause 6.4 and shall not otherwise trade in Securities of the Company when in possession of UPSI.

Recipient of UPSI pursuant to legitimate purpose to be deemed Insider:

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an "Insider" for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code.

Illustrations of Legitimate Purpose:

In following cases, which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

Statutory or Government Requirement:

For inspection, audit, investigation, inquiry or request for information by regulatory, statutory or governmental authorities or any other administrative body recognized by law; Example: Any call for information or query received from Government Authorities, Central Government, Securities and Exchange Board of India, Stock Exchanges etc.

Legal Requirement:

As part of compliance with applicable laws, regulations, rules and requirements or under any proceedings or pursuant to any order of courts or tribunals; Example: Court of Law, National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

Contractual Requirement:

Arising out of any contractual obligations or arrangement entered by NSDL set forth in any contract, agreement, arrangement, settlement, understanding or undertaking. Example: Due diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

Auditing Purpose

For audit by statutory, internal, concurrent, secretarial, management auditors or any other auditor as per the scope of audit.

Corporate Restructuring

Sharing of UPSI with parties during transactions such as takeovers, mergers and acquisitions involving trading in securities, change of control to assess potential investment, sharing of information with service providers with whom the Company has a contractual relationship where such service providers require access to UPSI in order to discharge their commercial obligations provided that such sharing has not been carried out to evade or circumvent the prohibitions under PIT Regulations.

Note: The list is for illustration purpose only and is indicative in nature, this shall not be considered as exhaustive.

8. Maintenance of Structured 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 information is shared under the SEBI Regulations along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN, is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The database shall be maintained for a minimum period of 8 years or in case of receipt of any information regarding any enforcement or investigation proceedings, the relevant information shall be preserved till the completion of such proceedings. The entry of information, not emanating from within the organisation, in structured digital database, may be done not later than 2 calendar days from the receipt of such information.

9. Disclosures

This Code and every amendment thereto shall be promptly intimated to the stock exchanges where the Company's securities are listed or proposed to be listed and shall be published on its official website.

10. Amendments/Policy Review:

This Fair Disclosure Code and Policy for determination of Legitimate Purpose is subject to review by the Board of Directors at least once in every 3 (Three) financial years. The Board of Directors of the Company may amend the policy from time to time depending upon the requirements of the provisions of the SEBI PIT Regulations. In case of any subsequent changes in the Regulations which makes any of the provisions in the Policy inconsistent with the SEBI PIT Regulations, then the provision of SEBI PIT would prevail over the Policy and the provisions of the Policy would be modified in due course to make it consistent with law. However, the amended regulatory/statutory provisions will supersede the existing Policy till the time the Policy is suitably amended. Every such amendment shall be promptly intimated to the stock exchanges where the securities are listed.

=====