AI ENGINEERING SERVICES LIMITED

CIN: U74210DL2004GOI125114

Regd. Office: 2nd Floor, CRA Building, Safdarjung Airport Area, Safdarjung Airport, Delhi, Central Delhi, DL 110003 IN Tel No. 011 24600763, email: marketing.aiesl@aiesl.in, cs.aiesl@aiesl.in

Induction, Familiarization and Training Programmes for Directors-AI Engineering Services Limited

1. Introduction

AI Engineering Services Limited (AIESL) is India's largest integrated MRO organisation, with capabilities across the full spectrum of aircraft maintenance, including Base Maintenance, Line Maintenance, Engine Overhaul, Component Overhaul, AOG support and aircraft type training on select aircraft. In addition to DGCA approvals, some AIESL facilities are approved by FAA and EASA, reinforcing its compliance with international standards.

AIESL has a pan-India footprint, with Base Maintenance facilities at Delhi, Mumbai, Kolkata, Hyderabad, Chennai, Thiruvananthapuram and Nagpur, comprising 9 narrow-body and 5 wide-body hangars. Its certification capability covers almost all major civil aircraft types operated by Indian carriers, including the Airbus A320 family, Boeing B737 NG, B737 MAX, B777 and B78, with capability development underway for new-generation aircraft such as the A350.

AIESL also operates three engine shops at Delhi, Mumbai and Nagpur, supported by test-cell infrastructure for major engine types fitted on aircraft operating in India, including CFM56-5B, CFM56-7B, V2500, GE90 and GEnx. Its Component Overhaul Divisions are located at Delhi, Mumbai, Kolkata and Thiruvananthapuram.

AIESL provides Line Maintenance and AOG support at more than 50 stations across India and serves over 30 domestic and international customers. Its training facilities at Delhi, Mumbai, Kolkata and Thiruvananthapuram support aircraft type training on select platforms, with Mumbai and Thiruvananthapuram facilities holding EASA approval as well.

AI Engineering Services Limited is a Govt. company governed by the Companies Act, 2013 and DPE guidelines. The Department of Public Enterprises has formulated guidelines DPE Guidelines on Corporate Governance-2010, which aim at protecting the interests of shareholders and other stakeholders in the Central Public Sector Enterprises (CPSE). Compliance of these guidelines ensures higher level of transparency and is mandatory to all CPSEs who are required to submit quarterly grading report regarding compliance with the Corporate Governance to respective Administrative Ministries.

DPE guidelines on Corporate Governance for CPSEs-2010 (herein after referred to as 'the DPE Guidelines'), inter-alia, prescribes that the CPSEs shall undertake training programme for the new Board members – Functional/ Government Nominee/ Independent, in the business model of the Company including risk profile of the business, responsibilities of respective directors and the manner in which such responsibilities are to be discharged. They shall also be imparted training on Corporate Governance, model code of business ethics and conduct applicable for the respective Directors. Subsequent re-enactment of the Companies Act, 2013 (the Act) stipulate specific provisions on such Induction, Familiarization and encouraging continuing Directors Training to ensure that they are kept up to date to enable them to discharge their duties and responsibilities effectively. The relevant provisions stipulating such training are –

i) Independent Directors shall include undertaking appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company – Para III (1) of Schedule IV of the Act;

2. Structured programs for Directors

The Directors shall be provided two-tier training programme as under:

2.1 Induction Familiarization Programme

2.1.1 With a view to induct and familiarize the new Directors with the background of the Company and the Board practices being followed, the Company Secretary shall provide the following documents which will serve as an introductory tool to the new Directors as well as an initial reference to new members of the Board:

Business background:

- Memorandum and Article of Association of the Company;
- Latest Company profile as published; and
- Latest Annual report of the Company.

Role of the Director:

- An introduction to the role and responsibilities of a director with reference to the Companies Act, 2013 and the DPE guidelines;
- Regulations pertaining to Related Party Transactions; and
- Code of Conduct for Board members.

Board Practices:

- Powers of the Board specified under Articles 124, 125 and 126 of the Articles of Association of the Company;
- List of Board Level Committees and their terms of reference;
- Details of other Directors and their profiles;

- Board/ Committee meeting process;

2.1.2 On induction of Non-Executive Directors (Government Nominee Director/ Independent Director) a detailed presentation on the business module including risk profile, performance and business plans of the Company shall be made by the Head of Marketing.

2.1.3 At the convenience of Non-Executive Directors (Government Nominee Director/ Independent Director), a visit to the MRO/ Hangers/ Installations of the Company shall be arranged to acclimatise them with the working of the Company in Operational areas.

2.2 External Training

At the convenience of the Directors, they shall be nominated for seminars, conferences, conventions on relevant areas which shall enhance their knowledge on Corporate Governance, model code of business ethics and conduct, orientation programmes focusing on new developments for improving the Board deliveries as directors.

Further, Non-Executive Directors will also be nominated in the workshop organised by external organisations including Indian Institute of Corporate Affairs (IICA), Confederation of Indian Industry (CII) and Standing Conference of Public Enterprises (SCOPE).

3. Placement on Website

These Programmes and any amendment thereto shall be posted on the website of Company. The training programmes attended by the Independent Directors shall also be placed on the website in compliance with the applicable provisions under the Listing Regulations.

4. Amendment

This Directors' Training Programmes may be amended and approved from time to time by the Board of Directors of the Company.