

**CODE OF BUSINESS CONDUCT & ETHICS FOR BOARD
MEMBERS AND SENIOR MANAGEMENT OF AI ENGINEERING SERVICES LIMITED**

1.0 Introduction

- 1.1 This Code shall be called “The Code of Business Conduct & Ethics for Board Members and Senior Management” of AI Engineering Services Limited ~~-(hereinafter referred to as ‘the Company’)~~
- 1.2 The purpose of this Code is to enhance the ethical and transparent process in managing the affairs of the Company.
- 1.3 This Code for Board Members and Senior Management has been framed as per the Guidelines of Department of Public Enterprises.
- 1.4 The revised code of business conduct & ethics shall come into force with effect from Financial Year (FY) 202~~6~~7 ~~–~~

2.0 Definitions and Interpretations:

- 2.1 The term “Board Members” shall mean Directors on the Board of Directors of the Company.
- 2.2 The term “Whole-time Directors” or “Functional Directors” shall be the Directors on the Board of Directors of the Company who are in whole-time employment of the Company.
- 2.3 The term “Part-time Directors” shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company.
- 2.4 The term “Relative” shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013.
- 2.5 The term “Senior Management” shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would comprise all members of management one level below the Whole time Directors, including all functional heads.
- 2.6 The term “the Company” shall mean AI Engineering Services Limited.

Note: In this Code, words importing the masculine gender shall include feminine gender and words importing singular shall include the plural or vice-versa.

3.0 Applicability

- 3.1 This code shall be applicable to the following personnel:
 - a) All Whole-time Directors including the Chairman & Managing Director of the Company.
 - b) All Part-time Directors including Nominee Directors and ~~and~~ or Independent Directors under the provisions of law.
 - c) Senior Management
- 3.2 The Directors and Senior Management should continue to comply with other applicable / to be applicable policies, rules and procedures of the Company.

4.0 Contents of Code

- Part I General Moral Imperatives
- Part II Specific Professional Responsibilities

Part III Specific Additional Provisions for Board Members and Senior
Management

This code is intended to serve as a basis for ethical decision making in the conduct of professional work. It may also serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards.

It is understood that some words and phrases in the code of ethics and conduct documents are subject to varying interpretations. In case of any conflict, the decision of the Board shall be final.

PART – I

5.0 General Moral Imperatives

5.1 Contribute to society and human well being

5.1.1 This principle concerning the quality of life of all people, affirms an obligation to protect fundamental human rights and to respect the diversity of all cultures. We must attempt to ensure that the products of our efforts will be used in socially responsible ways, will meet social needs and will avoid harmful effects on the health and welfare of others. In addition to a safe social environment, human well-being includes a safe natural environment.

5.1.2 Therefore, all Board Members and Senior Management who are accountable for the design, development, manufacture and promotion of the Company's products/services, must be alert to, and make others aware of, both legal and moral responsibility for the safety and the protection of human life and the environment.

5.2 Be honest and trustworthy & practice integrity

5.2.1 Integrity and honesty are essential components of trust. Without trust an organization cannot function effectively.

5.2.2 All Board Members and Senior Management are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while conducting business of the Company.

5.3 Be fair and take action not to discriminate

5.3.1 The values of equality, tolerance, respect for others, and the principles of equity & justice govern this imperative. Discrimination, on the basis of race, sex, religion, caste, age, disability, national origins or other such factors, is an explicit violation of this Code.

5.4 Honour confidentiality

5.4.1 The principle of honesty extends to issues of confidentiality of information. The ethical concern is to respect all obligations of confidentiality to all stakeholders unless discharged from such obligations by requirements of the law or other principles of this Code.

5.4.2 All Board Members and Senior Management, therefore, shall maintain the confidentiality of all confidential unpublished information about the business and affairs of the Company.

5.5 Pledge & Practice

5.5.1 To strive continuously to bring about integrity and transparency in all spheres of the activities.

5.5.2 Work unstintingly for eradication of corruption in all spheres of life.

5.5.3 Remain vigilant and work towards growth and reputation of the Company.

- 5.5.4 Bring pride to the organization and provide value-based services to Company's stakeholders.
- 5.5.5 Do duty conscientiously and without fear or favour.

PART II

6.0 **Specific Professional Responsibilities**

6.1 **Live the Vision, Mission and Values of AI Engineering Services Limited each day**

Live the Vision, Mission and Values of AI Engineering Services Limited each day. For quick reference they are as under:

VISION

To provide best in class, timely quality services to the customers by maintaining the highest standards of regulatory and safety compliances.

MISSION

CUSTOMER

- Maintaining aircraft of customer airlines in a continuous state of airworthiness by the system of preventive and corrective maintenance to secure a high level of safety.
- Provide a “One Stop” solution to the customer.
- Faster Turn Around Time.
- To capture maximum workload from Indian and foreign airlines.
- To derive synergies with the defense sector.

PROCESS

- To get DGCA approval under CAR 145 and 147.
- To obtain FAA and EASA approval for all its establishment and facilities.
- Aggressive Marketing policy for enhanced market share through Third-Party work.
- Continuous monitoring of Quality & Safety through quality & safety audit etc.
- Constant endeavour to upgrade the services, delivering highest customer satisfaction in terms of Quality, Service and Cost effective and ensuring long term strategic relationship.
- All-out effort to be the world class MRO without compromising the quality standard.
- Updating and enhancing the capability through training of the personnel and acquiring equipment of latest technology.
- All round development of skilled personnel to enhance productivity.
- Optimizing operational cost.

6.2 **Strive to achieve the highest quality, effectiveness and dignity in both the processes and products of professional work:** —Excellence is perhaps the most important obligation of a professional. Everyone, therefore, should strive to achieve the highest quality, effectiveness and dignity in their professional work.

6.3 **Acquire and maintain professional competence:** Excellence depends on individuals who take responsibility for acquiring and maintaining professional competence. All are, therefore, expected to participate in setting standards for appropriate levels of competence, and strive to achieve those standards.

- 6.4 **Compliance with Laws:** The Board Members and Senior Management of the Company shall comply with all the applicable provisions of existing local, state, national, and international laws. They should also follow and obey the policies, procedures, rules and regulations relating to business of the Company.
- 6.5 **Accept and provide appropriate professional review:** Quality professional work depends on professional review and comments. Whenever appropriate, individual members should seek and utilize peer review as well as provide critical review of the work of theirs.
- 6.6 **Manage personnel and resources to enhance the quality of working life:** Organizational leaders are responsible for ensuring that a conducive working and business environment is created for fellow employees to enable them delivering their best. The Board Members and Senior Management would be responsible for ensuring human dignity of all employees, would encourage and support the professional development of the employees of the Company by providing them with all necessary assistance and co-operation, thus enhancing the quality of working.
- 6.7 **Be upright and avoid any inducements:** The Board Members and Senior Management shall not, directly or indirectly through their family and other connections, solicit any personal fee, commission or other form of remuneration arising out of transactions involving the Company. This includes gifts or other benefits of significant value, which might be extended at times, to influence business for the organization or awarding a contract to any agency, etc.
- 6.8 **Observe Corporate Discipline:-** The flow of communication within the Company is not rigid and employees are free to express themselves at all levels. Though there is a free exchange of opinions in the process of arriving at a decision, but after the debate is over and a policy consensus has been established, all are expected to adhere and abide by it, even when in certain instances one may not agree with it individually. In some cases, policies act as a guide to action, in others they are designed to put a constraint on action. All must learn to recognize the difference and appreciate why they need to observe them.
- 6.9 **Conduct in a manner that reflects credit to the Company:** All are expected to conduct themselves, both on and off duty, in a manner that reflects credit to the Company. The sum total of their personal attitude and behavior has a bearing on the standing of Company and the way in which it is perceived within the organization and by the public at large.
- 6.10 **Be accountable to Company's stakeholders:-** All of those whom we serve, be it our Customers, without whom the Company will not be in business, the Shareholders, who have an important stake in its business, the Employees, who have a vested interest in making it all happen, the Vendors, who support the Company to deliver in time and Society to which Company is responsible for its actions – are stakeholders of the Company. All, therefore, must always keep in mind that they are accountable to Company's- stakeholders.
- 6.11 **Identify, mitigate and manage business risks:-** It is everybody's responsibility to follow the Risk Management Framework of the Company to identify the business risks that surround function or area of operation of the Company and to assist in the company-wide process of managing such risks, so that Company may achieve its wider business objectives.

- 6.12 **Protect properties of the Company:** The Board Members and Senior Management shall protect the assets including physical assets, information and intellectual rights of the Company and shall not use the same for personal gains.

PART – III

7.0 Specific Additional Provisions for Board Members and Senior Management

- 7.1.1 **As Board Members and Senior Management–:** They shall undertake to actively participate in the Meetings of the Board and Committees on which they serve.

7.2 As Board Members

- 7.2.1 Undertake to inform the Chairman and Managing Director / Company Secretary of the Company of any changes in their other Board positions, relationship with other business and other events / circumstances/ conditions that may interfere with their ability to perform Board / Board Committee duties or may impact the judgement of the Board as to whether they meet the Guidelines of Department of Public Enterprises (DPE).
- 7.2.2 Undertake that without prior approval of the disinterested members of the Board, they will avoid apparent conflict of interest. Conflict of interest may exist when they have personal interest that may have a potential conflict with the interest of the Company. Illustrative cases can be–:

Related Party Transactions: Entering into any transactions or relationship with the Company or its subsidiaries in which they have a financial or other personal interest (either directly or indirectly such as through a family member or relation or other person or other organization with which they are associated).

Outside Directorship: Accepting Directorship on the Board of any other Company that competes with the business of the Company.

Consultancy / Business / Employment–: Engaging in any activity (be it in the nature of providing consultancy service, carrying on business, accepting employment) which is likely to interfere or conflict with their duties / responsibilities towards Company. They should not invest or associate themselves in any other manner with any supplier, service provider or customer of the Company.

Use of Official position for personal gains–: Should not use their official position for personal gains.

7.3 Compliance with the Code of Business Conduct and Ethics

- 7.3.1 **All Members of the Board and Senior Management of Company shall uphold and promote the principles of this Code.**

The future of the Organization depends on both technical and ethical excellence. Not only it is important for Board Members and Senior Management to adhere to the principles expressed in this Code, each of them should also encourage and support adherence by others.

7.3.2 Treat violations of this Code as inconsistent association with the Organization

Adherence of professionals to a Code of Ethics is largely and generally a voluntary matter. However, if any of the Board Members and Senior Management do not follow this Code, the matter will be reviewed by the Board and its decision shall be final. The Company reserves the right to take appropriate action against the defaulter.

7.4 Miscellaneous Points

7.4.1 Continual updation of the Code

This Code is subject to continuous review and updation in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise as may be deemed necessary by the Board and all such amendments-/ modifications shall take effect prospectively from the date stated therein.

7.4.2 Where to seek clarifications

Any member of the Board of Directors or Senior Management requiring any clarification regarding this Code of Conduct may contact Director_(Personnel) /Chief HR Officer (CHRO)/Company Secretary / any Officer specifically designated by the Board of Directors.

7.4.3 Review & Amendments

- i. The provisions of the Code can be reviewed by the Board of Directors of the Company from time to time.
- ii. The CEO is authorized to carry out minor modifications in this policy and to approve such changes, as may be required in order to comply with the applicable / amended provisions of law or to comply with any direction, circular etc. issued by the Regulator(s); and to settle any issue with respect to interpretation of this policy.
- iii. This Code and any amendment/ modification thereto shall be available on the website of the Company i.e. www.aiesl.in

8. Annual Compliance Reporting

All Board Members, KMPs and Senior Management shall affirm compliance of this Code within 30 days of close of every financial year. The Annual Report of the Company shall contain a declaration to this effect signed by the CEO. A Proforma of Annual Compliance Report is at Appendix-I. The Annual Compliance Report shall be forwarded to the Company Secretary. If any Director /Senior Management Personnel leave the Company at any time during the financial year, he shall send a communication to the Company Secretary affirming the compliance of the Code.

9. Non-Compliance with the Code

The Company shall ensure confidentiality and protection to any person who has in good faith, reported a violation or a suspected violation of law, of this Code or other Company policies or against any person who is assisting in any investigation or process with respect to such a violation.

Any waiver to this Code, whether the same is in the interest of the Company, shall be decided by the Board.

Each Board Member/ KMPs/ Senior Management shall be required to comply with this Code. Any concern regarding the compliance with the same shall be raised with the Compliance officer i.e., Company Secretary.

In case of any breach of this code, by the Board Members/ KMPs/ Senior Management Personnel, the penalty for the Breach shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary.

10. Acknowledgement of Receipt of the Code

All Board Members, KMPs and Senior Management shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form as at Appendix-II and forward the same to the Company Secretary indicating that they have received, read, understood and agreed to comply with this code.

APPENDIX-I

**CODE OF BUSINESS CONDUCT AND ETHICS FOR BOARD MEMBERS AND
SENIOR MANAGEMENT**

ANNUAL COMPLIANCE REPORT

I,.....(name),.....(designation), having read and understood the Code of Business Conduct and Ethics for Board Members and Senior Management, hereby solemnly affirm that I have fully complied with and has not violated any of the provisions of the Code during the year ended 31st March

Signature:

Name:

Designation:

DIN/Employment

Number: Telephone No.:

Date:

Place:

*** To be submitted by 30th April each year**

APPENDIX-II

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

ACKNOWLEDGEMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT

AND ETHICS FOR BOARD MEMBERS AND SENIOR MANAGEMENT

I have received and read the code of Business Conduct and Ethics for Board Members and Senior Management of AI Engineering Services Limited. I understand the standards and policies contained in the said Code of Business Conduct and Ethics and understand that there may be additional policies or laws specific to my job. I further agree to comply with the said Code of Business Conduct and Ethics for Board Members and Senior Management.

If I have questions concerning the meaning or application of the said Code of Business Conduct and Ethics, any policies of the CPSE or the legal and regulatory requirements applicable to my job, I know I can consult the Company Secretary of the Company knowing that my questions or reports will be maintained in confidence.

Further, I undertake to provide following Affirmation on an Annual basis to the Company within 30 days from the end of 31st March every year.

Signature:

Name:

Designation:

DIN/Employment Number:

Telephone No.:

Date:

Place: