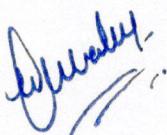

**CODE OF CONDUCT OF BOARD OF DIRECTORS AND
SENIOR MANAGEMENT PERSONNEL**

SKYWAYS AIR SERVICES LIMITED



1. PURPOSE

The Board of Directors (“**Board**”) and Senior Management Personnel (“**SMP**”) of Skyways Air Services Limited (“**Company**”) are expected to read and understand the Code of Conduct and uphold these standards in their day-to-day activities, comply with all applicable policies and ensure compliance. This code shall serve as a guide to the Board and SMPs of the Company on the principles of Integrity, transparency, business ethics and to setup standards for compliance of Corporate Governance.

2. COMPLIANCE WITH LAWS, RULES, REGULATIONS

The Board and SMPs shall act in the best interest of the Company. The SMPs are also expected to:

- a) Comply with all applicable laws, regulations, obligations and other corporate policies of the Company;
- b) Follow all policies, procedures and internal control systems of the Company;
- c) Act honestly, in good faith and in the best interests of the Company.

3. ETHICAL CONDUCT

The Board and SMPs of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Board and SMPs of the Company will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgement to be subordinated. The Board and SMPs of the Company will act in the best interests of the Company and fulfill the fiduciary obligations.

4. CONFLICT OF INTEREST

The Board and SMPs of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every director and SMP should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to an actual conflict of interest with the Company and seek the Board’s authorization to pursue such transactions.

5. CONFIDENTIALITY

Information relating to any client or activities of the Company is strictly confidential and shall not be disclosed orally or in writing or electronically, directly or indirectly to anyone unless the Board/ SMPs have been specifically authorized to release this information.

The Company’s confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any director. These obligations apply not only during a director’s term, but thereafter as well unless the said information becomes public.



6. INSIDER TRADING

Board/ SMPs shall not deal in the securities of a Company either on their own account or their relative's account if they are in possession of any unpublished price sensitive information concerning the Company. None of the directors or the SMP shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information.

7. FAIR DEALING

The Board and SMPs should endeavour to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

8. PROTECTING COMPANY ASSETS

Every director and SMP should endeavour to ensure that they use the Company's assets, proprietary information and resources only for the legitimate business purposes of the Company and not for their personal gains. The assets of the Company shall not be misused but employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as tangible assets such as proprietary information.

9. FALSE OR MISLEADING STATEMENTS

Board/SMPs shall not make a statement or disseminate any information, which is misleading or false and is likely to induce sale or purchase of securities by any other person or is likely to have the effect influencing the market price of the securities.

10. MAINTENANCE OF ACCURATE BOOKS AND RECORDS

Company shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of India. Every business transaction undertaken by the Company must be recorded in its books accurately and in a timely manner. There shall be no willful omissions of any transactions of the Company from the books and records.

11. DISCRIMINATION AND HARASSMENT

Company believes in providing equal opportunity to all the employees in every aspect of employment. Any discrimination against any employee whether based on gender, region, community or religion or harassment or derogatory comments against any employees will be seriously viewed and will be subject to disciplinary action and might entail termination of employment. Harassment shall also include violent or threatening behaviour against any employee.



12. NON-COMPLIANCE

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this code must be approved by the Board and publicly disclosed if required by any applicable law or regulation.

