



Pipeline Infrastructure Limited

Code of Conduct for **Board Members and Senior Management**

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PREAMBLE

This Code of Conduct for Board Members and Senior Management (hereinafter referred to as “Code”) has been framed and adopted by Pipeline Infrastructure Limited (“Company”) in compliance with the applicable provisions of regulation 62D of Chapter VA of Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and schedule IV of Companies Act, 2013 (“Act”).

APPLICABILITY

The Code applies to the Members of Board of Directors (“Board Members”) and Members of the Senior Management of the Company.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code or any amendment thereto shall come into force with effect from the approval of the Board.

In addition to this Code, the members of the Board and Senior Management shall continue to abide by the existing Code of Business Conduct and Ethics of the Company.

DEFINITIONS

Senior Management means Chief Financial Officer, Chief Operating Officer, Chief Technical Officer, Chief Commercial Officer, Chief Risk Officer, Head - Human Resource, Company Secretary and persons identified and designated as key managerial personnel, other than the board of directors by the Company.

Unless the context otherwise requires, words and expressions used in this Code and not defined herein but defined in the Act or SEBI Listing Regulations, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

CODE OF CONDUCT

The Board Members and Senior Management shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

The Board Members and the Senior Management of the Company shall: -

- (i) maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- (ii) uphold ethical standards of integrity and probity and act in utmost good faith and exercise due care and diligence in performing their office duties.
- (iii) ensure that they use the Company’s assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
- (iv) maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- (v) exercise his responsibilities in a bona fide manner in the interest of the Company.
- (vi) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while

concurring in or dissenting from the collective judgment of the Board in its decision making.

- (vii) devote sufficient time and attention to their professional obligations for informed and balanced decision making.
- (viii) not commit any offences involving morale turpitude or any act contrary to law or opposed to the public policy.
- (ix) not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
- (x) always act in the interest of the Company and ensure that any other business or personal association, which they have, does not involve any conflict of interest with the operations of the Company and their role therein.
- (xi) in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.
- (xii) ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.
- (xiii) ensure compliance with all the other Laws, Rules and Regulations as may be applicable to them from time to time.

In addition to the above, the Independent Directors of the Company shall also abide by the following duties in terms of schedule IV of the Act:

- (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 behaviour, actual or suspected fraud or violation of the Company's Code of Business Conduct and Ethics;
- (xii) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- (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.

ANNUAL COMPLIANCE REPORTING

Board Member and Senior Management shall affirm compliance with this Code on an annual basis as at the end of each financial year, in the format enclosed as Appendix I.

REPORTING OF BREACH

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

REVIEW AND AMENDMENTS

- i) This Code is framed based on the provisions of the Act and SEBI Listing Regulations. In case of any subsequent changes in the provisions of the Act and SEBI Listing Regulations, which makes any of the provisions in the Code inconsistent with the Act/SEBI Listing Regulations, then the provisions of the Act/SEBI Listing Regulations would prevail over the Code.
- ii) The Company Secretary is authorized to amend this Code to give effect to any such changes/amendments and the amended Code shall be placed before the Board for noting and ratification.
- iii) The Management shall review this Code periodically and recommend any proposed changes to the Board for approval.

GENERAL

The Code is available on the website of the Company i.e. www.pipelineinfra.com.

The Company Secretary is authorized to disseminate this Code and any amendment thereto, to the Board Members and the Senior Management of the Company.

Any questions and clarifications relating to this Code should be addressed to the Company Secretary & Compliance Officer of the Company at compliance@pipelineinfra.com.

Appendix I

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

ANNUAL COMPLIANCE CERTIFICATE

I, (Designation) of the Pipeline Infrastructure Limited, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of the Company during the financial year ended

Signature : _____

Name : _____

Designation : _____

Address : _____

Date:

Place: