ANTI-BRIBERY AND CORRUPTION (ABC) POLICY

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I. Introduction

This Anti-Bribery and Corruption Policy ("the Policy") applies to all directors, officers, employees and temporary workers (collectively, "you") of Pipeline Infrastructure Limited, EnCap Investment Manager Private Limited and Pipeline Management Services Pvt. Ltd. (collectively, "PIL", "EnCap", "PMSPL" "we", "us", "our" or the "Company").

PIL is committed to operating with the highest ethical standards and this includes preventing bribery in our business activities. This Policy sets forth key principles and standards, as well as key supporting policies and procedures, with respect to addressing bribery risks in our business, which should guide your conduct.

This Policy will be reviewed and approved annually by the Board of Directors of PIL. This Policy should be read in conjunction with the Code of Business Conduct and Ethics ("the Code"), which serves as a guide for how you should conduct yourself as a member of the PIL's team.

II. Zero Tolerance Approach to Bribery

Do not give or receive bribes, including facilitation payments.

We value our reputation for conducting business with honesty and integrity. It is vital for us to maintain this reputation as it generates confidence in our business from our customers, clients, service providers, investors, stakeholders and others – which ultimately means it is good for business.

We do not pay bribes in furtherance of our business, either directly or indirectly, and you are not permitted to pay bribes on our behalf or authorize others to pay bribes on our behalf. We have a zero-tolerance approach towards bribery. This commitment comes from the highest levels of management, and you must meet this standard.

A bribe is anything of value that is offered, promised, given or received to improperly influence a decision or to gain an improper or unfair advantage in promoting, enhancing, obtaining or retaining business, whether to a public official or a private party. Bribery may not always be in the form of cash payments and may take many other forms, including:

- Gifts, travel, entertainment and hospitality.
- Political contributions.
- Charitable donations or sponsorships.
- Employment opportunities, directorships, internships or secondments.
- Procurement and service contracts.
- Phony jobs or "consulting" relationships.
- Excessive discounts or rebates; or
- Non-arm's length loans, forgiveness of debt or other transactions.

[1] For purposes of the Policy, "temporary workers" include non-full-time employees and consultants and contractors etc. that work on our premises. The business group retaining a temporary worker is responsible for ensuring that the temporary worker certifies their commitment to comply with the Policy.

Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other third-parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include official, legally permitted statutory or administrative fees formally imposed and codified by government agencies for expedited service.

The Company has a corresponding Anti-Bribery and Corruption Program that outlines the specific actions we take to prevent and detect bribery in our business. As set forth in this Policy, there are certain circumstances in which you are required to take specific actions in accordance with the Anti-Bribery and Corruption Program.

III. Dealing with Public Officials

Interactions with public officials require enhanced scrutiny and sensitivity.

A public official is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization or any other persons so defined in the applicable laws of the jurisdictions in which we operated. This is a broadly defined terms and includes elected or appointed persons who hold legislative administrative or judicial positions, such as politicians, bureaucrats, civil servants, and judges. It also includes candidates for political office, political party officials and persons who perform public functions, such as professionals working for public pension plans, public health agencies, water authorities, planning officials and agents of public international organizations, such as the United Nations or World Bank. A public official may also include employees of government-owned or controlled businesses, including sovereign wealth funds and state-owned utility companies. For example, if a government has an interest in a utility and exercises control over the activities of that utility, then the utility's officials are likely to be considered public officials. Third parties acting at the direction of these individuals and entities should also be considered public officials.

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity is more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed. For example, providing payments, gifts or employment to close relatives of public officials has been treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute violations of law.

Hiring public officials or persons referred by public officials requires enhanced scrutiny.

Hiring public officials or applicants related to, or referred by, public officials could be seen as a bribe in certain situations and should be subject to enhanced review to ensure that the related risks are appropriately mitigated. Consult your Human Resources and Risk team for procedures related to identifying and mitigating these risks.

In practice, situations can be complex and this Policy does not cover every circumstance that you may encounter. When in doubt, please contact the company's Risk team, for assistance. Refer to PIL's **Interaction with Public Officials Policy** for further details.

IV. **Third-Parties**: ***Third-Parties are not permitted to pay bribes on our behalf.***

The company may be scrutinized and/or prosecuted for failing to detect and prevent bribery by a person associated with it, regardless of whether the company has knowledge of, has authorised, or was otherwise involved in, such bribery. This includes any individual or entity that performs services for or on behalf of the company. Employees should avoid doing business with third-parties, who do not have a zero tolerance approach to bribery.

This means due diligence should be undertaken on contractors, joint venture partners, agents and other third-parties to establish their anti-bribery credentials, where warranted by the assessed level of risk. This due diligence could include meeting with them to better assess their business practices and anti-bribery and corruption policies/controls and making inquiries into their reputation and past conduct. Other risk mitigation strategies such as including anti-bribery language in agreements, should also be implemented, as appropriate and in consultation with internal legal counsel.

Refer to the company's Third-Party Management Policy for further details.

V. **Gifts, Meals and Entertainment**

The giving or receiving of gifts, meals and entertainment should be proportionate and reasonable for the circumstances, for legitimate purposes only, and not with a view to improperly inducing a third-party to misuse their position as a quid pro quo for official action or with linkage to an official decision.

Gifts (e.g., merchandise, event tickets) given to or received from persons who has business relationship with the company are generally acceptable, if the gift is reasonable in value, infrequent, appropriate to the business relationship, and does not create an appearance of impropriety. **No cash payments /cash equivalents should be given or received. In addition, gifts should not be given to or received from public officials** or their relatives except for Diwali gifts pre-approved by the Ethics Committee.

Meals and other entertainment (e.g. sporting events or the theatre, concerts, cricket passes) given to or received from persons who have a business relationship with the company are generally acceptable, but again only if the meal or entertainment is reasonable in value, appropriate to the business relationship, infrequent, does not create an appearance of impropriety, is otherwise in accordance with applicable laws and regulations, and if a representative from the sponsoring organization (the party paying for the meal or entertainment) is present at the event. For the avoidance of doubt, if a representative from the sponsoring organization is NOT present at the event, the meal or entertainment would be considered a gift. No meals and entertainment must be given to or received from public officials or their close relatives which is not in conformance to Gifts Entertainment and Hospitality Policy.

Gifts, meals and entertainment that are repetitive, no matter how small, may be perceived to be an attempt to create an obligation to the giver and should not be provided. Gifts or entertainment given close in time to when a decision impacting PIL's business is being

made (including by a private business partner) may be perceived as a bribe in return for a favourable decision and should also not be provided. Employees should not pay for gifts, meals and entertainment personally to avoid having to report or seek approval.

Employees should not give or receive high-value/profile items, or high-value/profile events that are outside customary business norms, without prior written authorization from Head-Risk. A log of all high-value/profile items given or received to/from third parties, including public officials in Diwali Season should be maintained, including the identity of participants, location, value and description of business purpose.

Travel (e.g., for due diligence, site visit) and related items given or received should follow the same principles as for gifts, meals and entertainment. When travel or related items are given, payment should be made directly to the provider (as opposed to providing a reimbursement to the individual), whenever possible. Under no circumstances should cash or per diem reimbursements be provided.

To help ensure that our practices are reasonable, appropriate and otherwise in accordance with applicable regulatory requirements, gifts, meals and entertainment must be logged and/pre-approved.

If you are in doubt as to whether gifts, meals or entertainment proposed to be given or received are proportionate and reasonable for the circumstances, please refer to PIL's Gifts, Meals, Entertainment policy or consult Head-Risk.

VI. Charitable Donations

Do not solicit or offer donations to clients, suppliers, vendors, public officials or others in a manner which communicates that a donation is a prerequisite for future business or that the offer of a donation is intended to obtain or retain business and a business advantage.

We encourage our directors, officers and employees to contribute personal time and resources to charities and not-for-profit organizations. However, unless approved, you are prohibited from using the company's name, resources or business contacts for solicitation of donations. Charitable donations made by individuals on their own behalf should have no relationship to company business and must comply with local laws and regulations.

Requests for donations may take many forms (e.g. direct requests or indirect requests such as purchasing a table, contributing to an event designated to raise fund for a particular charitable cause/organization). All requests for corporate donations to charities and other not-for-profit organizations (e.g., schools, hospitals, libraries, etc.) must be evaluated by Corporate Social Responsibility ("CSR") implementation group, which shall submit proposals received by it to the CSR Committee from time to time, as necessary. Charitable donations made by individuals on their own behalf should have no relationship to company business and must comply with local laws and regulations. Also consider conducting due diligence when the proposed charity or not-for-profit organization is not well-known or there may be question as the legitimacy of the organization as a charity or not-for-profit.

To help ensure that our practices are reasonable, appropriate and otherwise in accordance with applicable regulatory requirements, the making of certain solicited donations must be logged and/or pre-approved. If you are requested by a public official to make a donation to a particular charity, please consult with Head-Risk before agreeing to or making the donation.

Please refer to the company's *Guidelines for the Giving and/or Receipt of Gifts, Meals, Entertainment, and Solicited Charitable Donations* for further details.

VII. Political Contribution and Lobbying

Do not offer or make contributions to political parties, officials and/or candidate that might influence, or perceived as influencing, a business decision.

Financing of political parties, political campaigns and/or candidates for public office, with PIL resources are prohibited.

Political contributions are not permitted by or on behalf of the company.

Do not engage in any lobbying activities on behalf of the company without specific authorization.

Lobbying activities generally include attempts to influence the passage or defeat of legislation and may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule-making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

You must not engage in lobbying activities on behalf of the company without the prior written approval of the Head-Risk. No lobbying activities on behalf of the parent company is permitted without prior written approval of the designated representative of the parent company.

VIII. Record-Keeping

Record all our transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction is clear.

In addition to prohibiting bribery, anti-bribery legislation and other laws expressly require accurate and complete record-keeping and the establishment and maintenance of an adequate system of internal controls. One purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices.

All transactions should be recorded completely, accurately and with sufficient detail so that the purpose and amount of any such payment is clear. No undisclosed or unrecorded funds or assets of the company should be established for any purpose. False, misleading, or artificial entries should never be made in the books and records of the company for any reason.

IX. Reports and Complaints

Internal reporting is critical to the company's success, and it is both expected and valued. You are required to be proactive and promptly report any suspected violations of this Policy, or any illegal or unethical behavior of which you become aware, including, but not limited, to any situations where a public official or other party requests or appears to request an inappropriate benefit. The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law. No retribution or retaliation will be taken against any person who has filed a report based on the reasonably good faith belief that a violation of the Policy has occurred or may in the future occur.

Employees should report actual or potential misconduct or violations of the Policy to their supervisor in the first instance, since their supervisor is generally in the best position to resolve the issue. Alternatively, you may contact the Head-Risk to report any actual or potential violations or misconduct, this Policy or Code violations, or if you have any specific or general questions. Directors should promptly report violations to the Chair of their Board of Directors. In the event you do not want to report violations to your supervisor, HR or Head-Risk, you can always make a report through the company's reporting hotline.

Our reporting hotline, which is managed by a third-party, allows for anonymous reporting of suspected violations. The Reporting Hotline is available toll-free, 24 hours a day, 7 days a week.

Hotline Details:	
Number	000-800-0502-070
Website	pipelineinfra.ethicspoint.com

Refer to the Company's Whistleblower Policy and Code of Conduct for further information.

X. Disciplinary Action for Policy Violations

Please note that we reserve the right to take disciplinary action for Policy violations that fits the nature and particular facts of the violation. This could, in the most severe circumstances, include immediate termination for cause and, if warranted, legal proceedings may be brought against you.

XI. Reference Policies

This policy should be read in conjunction with the following policies:

- Code of Business Conduct and Ethics
- Whistle-Blower Policy
- Interaction with Public Officials Policy

- Gifts, Entertainment and Hospitality Policy
- Third Party Management Policy
- CSR Policy

XII. Key Contacts

If you have any questions on this Policy or the Anti-Bribery and Corruption Program, please contact:

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