Pipeline Infrastructure Limited

EnCap Investment Manager Private Limited ("EnCap")

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Pipeline Management Services Private Limited

Whistle-Blower Policy

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Objective

Pipeline Infrastructure Limited ("PIL"), ECI India Managers Private Limited ("ECI"), EnCap Investment Manager Private Limited ("EnCap") and Pipeline Management Services Private ("PMSPL") (collectively, the "Company") is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. The Company's expectations with respect to business ethics are contained in the Code of Business Conduct and Ethics.

This Whistle-Blower Policy ("Policy") is framed pursuant to section 177 of the Companies Act, 2013 ("Act"), regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and regulation 9(A)(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations"), to set out a procedure to report actual or suspected violations of applicable laws and regulations and the Code of Business Conduct and Ethics and the instances of leak of unpublished price sensitive information ("UPSI").

Applicability

This Policy applies to the Company and all of its managed operations. It thereby applies to all Employees, Vendors/Third party suppliers & Customers regardless of their location. Employees are required to report/ disclose actual or suspected violations of applicable laws and regulations and the Code of Business Conduct and Ethics and the instances of leak of UPSI, as per this Policy.

Please familiarize yourself with this Policy and seek advice from Head - Risk and Compliance and/or Company Secretary of the Company for any clarifications.

Definitions

"Audit Committee" means the committee constituted by the Board of Directors of the Company in accordance with section 177 of the Act and regulation 18 of SEBI Listing Regulations, which has responsibility for supervising the development and implementation of this Policy.

"**Board of Directors**", a body constituted to represent Shareholders / Investors. The Board is a governing body that typically meets at regular intervals to set policies for corporate management and oversight

"Employee" means any and all directors, officers, executives and other workers of the Company.

"Ethics Committee" means the committee designated by the Audit Committee to process and investigate Protected Disclosures.

"Protected Disclosure" means the disclosure of a Reportable Matter in accordance with this Policy.

"Reportable Matter" means a genuine concern concerning actual or suspected wrongdoing or dangers in relation to the Company's activities, including:

- Fraudulent practices, such as improperly tampering with the Company's books and records, or theft/ pilferage and unauthorized use of company property
- Incidents of financial malpractices,
- False reporting and falsification of documents
- Corruption, including bribery and money laundering, criminal or illegal activity

- Any breach of the Code of Business Conduct and Ethics
- Violation of social media guidelines
- Child labour
- Sexual Harassment
- Victimization against person reporting a concern in good faith
- Any other illegal activities
- Leak of UPSI.

(Please note that complaints concerning personal grievances, such as professional development issues or employee compensation, are not Reportable Matters for purposes of this Policy)

"Whistle-blower" means any Employee, Vendor/ Third Party or Customer who makes a Protected Disclosure under this Policy.

Policy

1. When to Report

Protected Disclosures are to be made whenever an Employee, Vendor/ Third Party or Customer becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly as soon as he/ she becomes aware of the Reportable Matter. Protected Disclosure should be made pursuant to the reporting mechanism described below.

2. Role of a Whistle-Blower

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

3. Reporting Mechanism

The Company has established an Ethics Committee to process and investigate, report, recommend and implement actions on Protected Disclosures in collaboration with Brookfield Internal Audit team. Ethics committee operates under the supervision of Audit Committee and will report all matters on a quarterly basis or at the discretion of Audit committee.

Composition of the Ethics Committee will be determined by the Audit Committee from time to time.

The Ethics Committee is currently constituted of:

- Managing Director – Chairman of the Ethics Committee
- Vice - President, Risk Brookfield Asset Management– "independent member"
- Head, Risk and Compliance – Member
- Head, Human Resources – Member

Employees should report violations of the Code to their supervisor, since their supervisor is generally in the best position to resolve the issue. Alternatively, you may contact the company's

Head - Risk and Compliance to report potential Code violations, or if you have any specific or general questions.

In the event you do not want to report violations to your supervisor or Head – Risk and Compliance, you can always make a report through the Company's reporting hotline (anonymously if he/she so choose) **telephonically or through dedicated website**

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

In case the protected disclosure is regarding any of the Ethics Committee members, Protected Disclosures may directly be sent to the Chairperson of the Audit Committee by letter marked "Private and Confidential", and delivered to:

The Chairperson of the Audit Committee,
Pipeline Infrastructure Limited
Seawoods Grand Central, Tower-1, 3rd Level, C Wing - 301 to 304,
Sector 40, Seawoods Railway Station,
Navi Mumbai, Thane, Maharashtra - 400706, India

The Chairperson of the Audit Committee,
EnCap Investment Manager Private Limited
Seawoods Grand Central, Tower-1, 3rd Level, C Wing - 301 to 304,
Sector 40, Seawoods Railway Station,
Navi Mumbai, Thane, Maharashtra - 400706, India

The Chairperson of the Board,
Pipeline Management Services Private Limited,
Seawoods Grand Central, Tower-1, 3rd Level, C Wing - 301 to 304,
Sector 40, Seawoods Railway Station,
Navi Mumbai, Thane, Maharashtra - 400706, India

Where a Protected Disclosure concerns any members of the Audit Committee, the independent members of the Ethics committee will revert to the Chairperson of the Board of Directors.

External vendor will share details of complaint with a list of designated recipients including select members of the Ethics Committee who will then share the details with the larger committee or Brookfield Internal Audit to process and investigate the Protected Disclosures (unless complaint prima facie indicates involvement of non-independent members of the committee, in which case it will be reported to Audit Committee directly).

To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

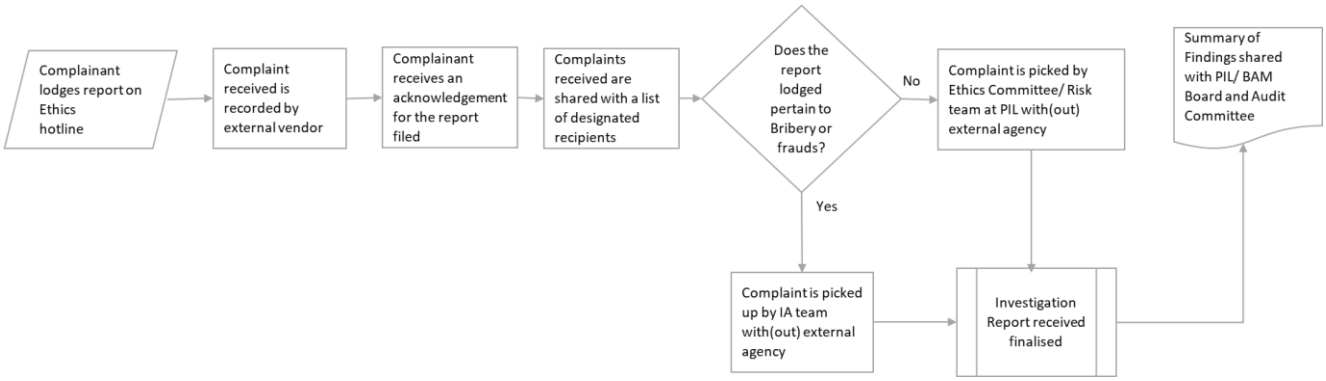
- Date of occurrence and nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Business Conduct and Ethics, please refer to the provision of the Code of Business Conduct and Ethics that is alleged to have been violated);
- Name of the Employee(s) to whom the Reportable Matter relates to
- Relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Business Conduct and Ethics, please include information about the circumstances and timing of the violation)
- Supporting artefacts in relation to the Protected Disclosure (for example, where knowledge of the alleged violation is based upon certain documents in the Whistle-blower's possession or control, please provide a copy thereof).

To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. If a Whistle-blower does not provide his or her name and contact details when making a Protected Disclosure, the Company's ability to investigate the subject-matter of the Protected Disclosure may be limited by its inability to contact the Whistle-blower to obtain further information.

All Protected Disclosures are taken seriously and will be promptly investigated by the Company.

Ethics Committee will submit a report to the Board of Directors on a quarterly basis with details of number of complaints received, resolved and still pending and any other material fact as the committee may find appropriate regarding the disclosures made.

Broad process flow of reporting mechanism is summarized below:



Note: In case of PMSPL, the Ethics Committee will submit the aforesaid report to the Board of Directors.

The Ethics Committee shall promptly inform the Company Secretary (designated as Compliance Officer for the purpose of SEBI PIT Regulations), of leak of UPSI reported by Employees, initiation of inquiries and results of such inquiries, for further reporting to SEBI, as per the Code of Conduct for Prohibition of Insider Trading and SEBI PIT Regulations.

4. Protection of Whistle Blowers

If a Whistle-blower does provide his or her name when making a Protected Disclosure, the Company will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.

A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. The Company prohibits its Employees from engaging in retaliation or intimidation directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include summary dismissal.

However, if a Whistle-blower has been found to have made a deliberately false Protected Disclosure, that Whistle-blower may be subject to appropriate disciplinary action. This does not mean that the information that you provide has to be correct, but it does mean that you must reasonably believe that the information is truthful and demonstrates a possible violation of the Code.

If you believe that you have been unfairly or unlawfully retaliated against, you may file a report with Head – Risk and Compliance or Head – Human Resources, or by calling the Reporting Hotline, or registering on the website.

5. Role of the Audit Committee

The Audit Committee is responsible for supervising the development and implementation of this Policy, including oversight of working of the Ethics Committee. It will also approve the Terms of Reference for the Ethics Committee. The Audit Committee shall periodically review this Policy to consider necessary amendments.

The Audit Committee shall receive reports from the Ethics Committee concerning the investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis as per the guidelines given by the Audit Committee. In addition, the Audit Committee shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to the Company.

The Audit Committee shall periodically review the functioning of the whistle blower mechanism.

6. Role of the Board of Directors

Any amendments/changes to this Policy as recommended by the Audit Committee will be subject to the approval of the Board of Directors.

The Audit Committee, as deemed appropriate, may update the Board of Directors on the findings of material/significant Protected Disclosure, if any

7. Reference Policies

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

- Code of Business Conduct and Ethics
- Anti-Bribery and Corruption (ABC) Policy.

8. General

The Company Secretary and Head of Risk & Compliance are authorized to amend this Policy to give effect to any changes/ amendments notified by Ministry of Corporate Affairs and Securities and Exchange Board of India w.r.t. any matter covered under this Policy. The amended Policy shall be placed before the Audit Committee and the Board for noting and approval.

The Policy is available on the website of the Company i.e. www.pipelineinfra.com and details of its establishment and an affirmation that no personnel has been denied access to the Audit Committee shall be disclosed in the Board's Report of the Pipeline Infrastructure Limited.

9. Retention of documents

All the documents received from the Complainant and evidence obtained during the investigation and the report shall be maintained in strict confidentiality and retained in accordance with applicable laws unless, disclosure is mandated by a court order or is otherwise necessary to comply with the requirements of applicable laws.