

K.P. ENERGY LIMITED

ANTI-CORRUPTION & ANTI- BRIBERY POLICY

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1. INTRODUCTION:

K.P. Energy Limited (“KPE/Company”) has a policy of conducting all of its business in an honest and ethical manner. We have a zero-tolerance policy for bribery and corruption, and we are committed to acting professionally, fairly, and with integrity in all of our business dealings and relationships, wherever we operate, as well as to implementing and enforcing effective anti-bribery systems. This includes a prohibition against both direct bribery and indirect bribery, including payments through third parties. If any associate suspects or becomes aware of any potential bribery involving KPE, it is the duty of that designated persons to report their suspicion or awareness to the **Vigilance and Ethics Officer**.

The most prevalent forms of bribery and corruption stem from:

- Payments to a Company’s employees or their relatives, or to a third party, to secure advantage in business transactions.
- Political contributions made to secure advantage in business transactions.
- Sponsorships used to secure advantage in business transactions.
- Facilitation payments made to secure or accelerate routine or necessary business actions.
- Gifts, hospitality and expenses payments made to secure advantage in business transactions.

2. OBJECTIVE:

The purpose of this policy is to:

- set out our responsibilities to comply with laws against bribery and corruption; and
- provide guidance on how to recognize and deal with bribery and corruption issues

The Company has adequate procedures in place to address bribery and corruption risk across its business and to assess the above risks on periodical basis in accordance with applicable regulations.

3. SCOPE:

This policy applies to all individuals working for the KPE (any existing or new entities under KPE) at all levels and grades. This includes senior managers, officers, directors, employees (whether regular, fixed term or temporary), consultants, contractors, trainees, workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries/associates/joint ventures or their employees, wherever located (collectively referred to as "designated persons" in this policy).

In this policy, third party means any individual or organisation that an associate may come into contact with during the course of his/her engagement with the KPE, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, business associates and government and public bodies including their advisers, representatives and officials, politicians and political parties.

4. POLICY:

A bribe is an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage. It is illegal to offer a bribe, directly or indirectly, or receive a bribe. It is also a separate offence to bribe a government/ public official. "Government/ public official" includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.

A bribe can be anything of value, including but not limited to money gifts, inside information, sexual or other favours, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function – and can be passed directly or through a third party. Corruption is defined as wrongdoing committed by an authority or those in power through illegitimate, immoral, or incompatible with ethical standards. Corruption often results from patronage and is associated with bribery.

5. WHAT IS NOT ACCEPTABLE:

It is not acceptable for any designated persons to:

- a. accept an offer of a gift of any size from any third party which is in negotiation with or is submitting a proposal with the Company.
- b. give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given.
- c. give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to "facilitate" or expedite a routine procedure.
- d. accept or solicit any payment, advantage, gift or hospitality from a third party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them.
- e. threaten or retaliate against another employee who has refused to commit a bribery offence or who has raised concerns under this Policy.
- f. engage in any activity that might lead to a breach of this Policy.

The points stated above are illustrative in nature and in no way intended to limit the applicability of this Policy.

6. GIFTS, HOSPITALITY & ENTERTAINMENT:

This policy does not prohibit normal business hospitality, so long as it is reasonable, appropriate, modest, and bona fide corporate hospitality, and if its purpose is to improve Company's image, present Company's products and services, or establish cordial relations.

Gifts, Hospitality & Entertainment must be:

- a. legal under all applicable anti-corruption laws.
- b. duly approved. Normal business hospitality must always be approved at the appropriate level of the management.
- c. non-cash or a cash equivalent.
- d. never given or accepted if any improper action is expected in return.
- e. modest and promotional gifts are permitted. It is acceptable to offer modest promotional materials to contacts e.g. branded pens. Use of one's position with the Company to solicit a gift of any kind is not acceptable. However, the Company allows associates occasionally to receive unsolicited gifts of a very low intrinsic value from business contacts provided the gift is given unconditionally and not in a manner that could influence any decision-making process.

In some cultures/ countries, it may be seen as an insult to reject a gift, and refusals may adversely affect business relationships. In these circumstances, and if the gift is anything other than moderate, the gift should be reported to the reporting manager who will decide whether such gift will be retained or returned. If your reporting manager is uncertain how to treat the gift, she/he should seek clarification from his/her relevant Human Resource (HR) contact.

7. ANTI-BRIBERY POLICY:

Bribery

Bribery means to obtain or accept or attempt to obtain or promise for giving, receiving, soliciting or accepting of financial or other advantages, or any other thing of value, to influence or reward the behavior of a person who is in a position of trust to perform a public, commercial or legal function to retain or obtain a commercial advantage. Bribes are

payments made in the form of money or anything else of value in return for a business favor or advantage.

Corruption

Corruption is dishonest, improper, and usually unlawful conduct intended to secure a benefit undertaken by a person or organization entrusted with authority to attain illicit benefit or abuse power for one's private gain.

Facilitation Payments

Facilitation payments are unofficial payments made to secure or expedite a routine action by an authorized official.

Kickbacks

Kickbacks are payments made in return for a business favor/advantage.

Gift

Gift means any item of considerable value, given to/received from a party that has business dealings with the organization.

Accepting Gifts

The Company recognizes that it is customary for some of its business associates to occasionally give small gifts to those with whom they do business or have transactional dealings. It is important, however, that these gifts do not affect an employee's business judgment or give the appearance that judgment may be affected. Accordingly, the employees must be very careful when it comes to accepting such gifts.

8. ANTI-MONEY LAUNDERING:

KPE is committed to complying with all applicable anti-money laundering regulations and will implement procedures to identify and prevent any violations of these laws. The Company shall ensure that it avoids any unintentional involvement in money laundering activities. As such, Company emphasizes conducting operations, transactions, and partnerships with full transparency and the highest level of integrity, no matter where the Company operates.

9. PROCEDURE:

a) How to raise a concern?

Everyone to whom this policy applies is urged to raise any concerns they have at the earliest opportunity regarding any bribery-related matter or suspicion of malpractice. They should contact their respective Manager and/or the Vigilance and Ethics Officer via

info@kpenenergy.in if they are unsure whether a certain act qualifies as bribery or corruption or if they have any other questions.

b) What to do if you are a victim of bribery and corruption?

If you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of another form of corruption or other unlawful activity, it is your responsibility to inform / report it to your respective Manager and/or the Vigilance and Ethics Officer via info@kpenenergy.in as soon as possible. You must refuse to accept or make the payment from or to a third party, explain our policy against accepting or making such payments, and state unequivocally that the refusal is final and non-negotiable due to this Policy. If you are having trouble making this refusal, you should seek assistance from your Reporting Manager.

c) Protection:

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrong-doing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he / she has suffered any such treatment, he / she should inform their Reporting Manager or the Vigilance and Ethics Officer via info@kpenenergy.in immediately.

d) Maintaining Accurate Books and Records:

No payment by or on behalf of the KPE shall be approved or made if any part of the payment is to be used for an unlawful or improper purpose, or for any purpose other than that described by valid documents supporting the payment. No false or misleading entries should be made in any books or financial records of the Company for any reason.

Any expenses that an employee or third party incurs on KPI's behalf or in connection with our business shall not be reimbursable unless they are lawful and supported by detailed documentation including, for example, valid invoices or receipts.

10. WHO IS RESPONSIBLE FOR THE POLICY?

The Vigilance and Ethics Officer has overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it. Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it. The Vigilance and Ethics Officer is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation). Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it. Every person to whom this policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrongdoing.

11. BREACHES OF THIS POLICY:

The breach of this policy by the designated persons of KPE may lead to disciplinary action being taken in accordance with the disciplinary procedure. Serious breaches may be regarded as gross misconduct and can lead to immediate dismissal. All designated persons are expected to fully co-operate in any investigation into suspected breaches of this policy or any related processes or procedures. If any part of this policy is unclear, clarification should be sought from the Vigilance and Ethics Officer who is responsible for this policy. If necessary, corrective actions shall be prescribed or suggested to appropriate managers, officers and employees for implementation.

12. PENALTIES:

The Vigilance and Ethics Officer have the discretion to recommend appropriate disciplinary action, including suspension and termination of service of such a defaulting Designated Person. The Vigilance and Ethics Officer shall also recommend if the violation is potentially criminal in nature and should be notified to the authorities. In the event of criminal or regulatory proceedings, the Designated Persons shall co-operate with relevant authorities. Depending on the nature and scale of default by the defaulting Designated Person, the Vigilance and Ethics Officer may also recommend to the Board to commence civil and/or criminal proceedings against such a Designated Person in order to enforce remedies available to KPE under applicable laws.

13. OUR EXPECTATIONS:

KPE's reputation depends on the conduct of our employees as well as the conduct of those with whom we do business. It is our goal to ensure that KPE People and the third parties with whom we work reflect the same high ethical standards and demonstrate a commitment to compliance with all applicable laws. We further expect our third parties to ensure that their employees and subcontractors understand and comply with this Anti-Corruption & Anti-Bribery Policy. Failure to comply with this Anti-Bribery Policy or any applicable anti-bribery laws, may result in civil or criminal penalties, as well as termination of the employment or business relationship.

14. DISPLAY & COMMUNICATION OF POLICY:

- The Policy shall be available on the website of the KPE under 'Policies & Disclosures' Section and also to communicate via email to all employees.
- Policy Awareness shall be conducted regularly through various communication forums.

15. PERIODIC REVIEW AND EVALUATION:

Our Board of Directors will monitor the effectiveness and review the implementation of this Policy, considering its suitability, adequacy and effectiveness. KPE reserves the right to vary and/or amend the terms of this Policy from time to time.
