

CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

1. INTRODUCTION

- 1.1 This Code of Conduct (hereinafter referred to as the “Code”) shall be called “The Code of Conduct for Board Members and Senior Management Personnel” of Indian Oil Corporation Limited (hereinafter referred to as the “Company”).
- 1.2 This Code envisages that the Board of Directors of the Company (“Board”) and Senior Management Personnel (as hereinafter defined) (collectively referred to as “Officers”) must act within the bounds of the authority conferred upon them and with a duty to comply with the requirements of applicable law.
- 1.3 The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Officers by the shareholders of the Company. Officers are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.
- 1.4 The principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Clause 49 of the Listing Agreement with the BSE Ltd. and the National Stock Exchange (collectively referred to as “Stock Exchanges”). The Officers should also review other applicable policies and procedures of the Company for specific instructions and guidelines, which are to be read in conjunction with this Code.
- 1.5 The Company currently has in place Conduct, Discipline & Appeal Rules, (the “CDA Rules”), which govern the conduct of all employees of the Company including Whole-time Directors but excluding Non Whole-time Directors. This Code has now been framed specifically in compliance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges and Schedule IV of the Companies Act 2013. In respect of the Company’s Whole-time Directors and Senior Management Personnel this Code is to be read in conjunction with the CDA Rules.

2. DEFINITIONS & INTERPRETATION

2.1 In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

- (i) "Board" shall mean the Board of Directors of the Company.
- (ii) "Board Members" shall mean the Directors on the Board of Directors of the Company.
- (iii) "Company" shall mean the Indian Oil Corporation Limited.
- (iv) "Government" shall mean Govt. of India.
- (v) "Officers" shall collectively refer to the Board Members and the Senior Management Personnel.
- (vi) "Relative" shall have the same meaning assigned to the term in Sections 2(77) of the Companies Act, 2013 and Rule 4 of Companies (Specification of definitions details) Rules, 2014 and as more specifically detailed in Appendix I.
- (vii) "Senior Management Personnel" shall mean personnel of the Company who are members of its core management team excluding the Board of Directors and would comprise of all members of management one level below the Whole Time Directors, including head of departments directly reporting to Whole Time Directors.
- (viii) "Whole Time Directors" shall mean the Board Members who are in the whole-time employment of the Company.
- (ix) "Non Whole-Time Directors" shall mean the Board Members who are part-time Directors and not in the whole time employment of the Company, including Independent Directors.

2.2 In this Code words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

3. APPLICABILITY

This Code shall be applicable to the following persons:

- (i) Board Members; and
- (ii) Senior Management Personnel.

4. ETHICAL CONDUCT

Every Officer shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company in view and shall:

- (i) act with professionalism, utmost care, skill, diligence, honesty, good faith and integrity as well as high moral and ethical standards;
- (ii) fulfill their fiduciary obligations without allowing their independence of judgment to be compromised;
- (iii) act fairly and transparently and not participate in any decision-making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised;
- (iv) avoid conducting business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he along with his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner, except with the prior approval of the Board;
- (v) avoid having any personal and/or financial interest in any business dealings concerning the Company;
- (vi) not engage in any business, relationship or activity with anyone who is a party to a transaction with the Company;
- (vii) avoid any dealings with a contractor or supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influences decisions to be made by the Company;
- (viii) not hold any positions or jobs or engage in other businesses or interests that are prejudicial to the interests of the Company;
- (ix) not exploit for his own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board and the Board declines to pursue such opportunity;
- (x) not seek, accept, or offer or make, directly or indirectly, any gifts, illegal payments, remuneration, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of business save as otherwise provided under the CDA Rules;
- (xi) not commit any offence involving moral turpitude or any act contrary to law or opposed to public policy.

5. DUTIES OF INDEPENDENT DIRECTORS

The Independent Directors shall:

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. 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;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. 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;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. 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;
10. 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;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. 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.

6. DISCLOSURES

- 6.1 Notwithstanding that any instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested Officer should be made to the Company. It is also incumbent upon every Officer to make a full disclosure of any interest which the Officer or the Officer's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with the Company.
- 6.2 With respect to related party disclosures, Board Members shall make disclosure to the Board as per the provision of the Companies Act, 2013 and Rules/Regulations made thereunder as well as applicable Accounting Standards.
- 6.3 Senior Management Personnel (SMP) shall make disclosures to the Chairman relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the company at large (for e.g. dealing in company shares, commercial dealings with bodies, which have shareholding of SMP and their relatives etc.)
- 6.4 If an Officer fails to make a disclosure as required herein, and the Company of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the Officer, the Company would take a serious view of the matter and consider suitable disciplinary action against the Officer.

7. OTHER DIRECTORSHIPS

- 7.1 Unless specifically permitted by the Chairman of the Board, Officers shall not serve as director of any other company or as partner of a firm that is engaged in a competing business with the Company. This clause is not applicable to Non-Whole Time Directors.
- 7.2 Whole Time Directors shall not accept any appointment or post, whether advisory or administrative, in any firm or company, whether Indian or foreign, having competing interests with the Company within two years from the date of cessation of Directorship of the Company unless approved by the Government.

8. INSIDER TRADING

Every Officer shall comply with the Code of Internal Procedures and Conduct in dealing with the securities of the Company.

9. PUBLIC REPRESENTATION AND CONFIDENTIALITY OF INFORMATION

9.1 The Company honours the information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the Company shall be represented only by specifically authorised Officers.

9.2 Any information concerning the Company's business, its customers, suppliers, etc. to which the Officers have access or which is possessed by the Officers, must be considered privileged and confidential and should be held in confidence at all times, and should not be disclosed to any person, unless (i) authorised by the Board; or (ii) the same is part of the public domain at the time of disclosure; or (iii) is required to be disclosed in accordance with applicable laws.

10. REGULATORY COMPLIANCE

Every Officer shall, in his business conduct, comply with all applicable laws, rules and regulations, both in letter and in spirit, in all the territories in which he operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

11. HEALTH, SAFETY AND ENVIRONMENT

The Company and the Officers shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. The Officers shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

12. PROTECTION OF ASSETS

The Officers shall not misuse, for personal gain or otherwise, the assets of the Company, including tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc., and shall employ them for the purpose of conducting the business for which they are duly authorised.

13. ACKNOWLEDGEMENT OF RECEIPT OF THIS CODE

All Board Members and Senior Management Personnel shall acknowledge the receipt of this Code or any modification(s) thereto, in the acknowledgement form annexed to this Code vide Appendix-II and forward the same to the Company Secretary

14. ANNUAL COMPLIANCE REPORTING

In terms of Clause 49 of the Listing Agreement, all Board Members and Senior Management Personnel shall affirm compliance of this Code within 30 days of close of every financial year. A proforma of Annual Compliance Report is annexed to this Code as Appendix-III. The Annual Compliance Report shall be forwarded to the Company Secretary, in such form and manner as may be prescribed from time to time.

15. AMENDMENTS TO THE CODE

The provisions of this Code can be amended and modified by the Board of Directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein. All Officers shall be duly informed of such amendments and modifications.

16. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Clause 49 of the Listing Agreement, this Code and any amendments thereto shall be posted on the website of the Company.

17. ENFORCEMENT OF CODE OF CONDUCT

Each Officer shall be accountable for fully complying with this Code.

18. CONSEQUENCES OF NON-COMPLIANCE OF THIS CODE

18.1 In case of breach of this Code by the Non Whole Time Directors, the same shall be considered by the Board for initiating appropriate action, as deemed necessary.

18.2 In case of breach of this Code by the Whole Time Directors and Senior Management Personnel, the same shall be dealt with in accordance with the CDA Rules.

APPENDIX-I

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As per Section 2(77) of the Companies Act, 2013, “relative”, with reference to any person, means anyone who is related to another, if

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed;

Further, Rule 4 of Companies (Specification of definitions details) Rules, 2014 provides that a person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

- (1) Father:
Provided that the term “Father” includes step-father.
- (2) Mother:
Provided that the term “Mother” includes the step-mother.
- (3) Son:
Provided that the term “Son” includes the step-son.
- (4) Son’s wife.
- (5) Daughter.
- (6) Daughter’s husband.
- (7) Brother:
Provided that the term “Brother” includes the step-brother;
- (8) Sister:
Provided that the term “Sister” includes the step-sister.

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ACKNOWLEDGEMENT FORM

I, _____, have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL . I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature : _____

Name : _____

Designation : _____

Date : _____

Place : _____

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ANNUAL COMPLIANCE REPORT*

I _____ do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March _____.

Signature : _____

Name : _____

Designation : _____

Date : _____

Place : _____

* To be submitted by 30th April each year.