



CONFLICT OF INTEREST POLICY
UNDER RULE 5(5) OF
THE PUBLIC SECTOR COMPANIES (CORPORATE GOVERNANCE) RULES, 2013

This is the Conflict of Interest Policy (the "**Policy**") of **M/s Frontier Oil Company1 (Private)Limited**(the "**Company**"). This Policy is developed pursuant to the Public Sector Companies (Corporate Governance) Rules, 2013 (the "**CG Rules**").

1. Conflict of Interest under the CG Rules For the purposes of this Policy, the term 'Conflict of Interest' shall have the following meaning as assigned to it under the CG Rules (unless otherwise amended under the Rules, in which case, the amended definition shall be deemed to be referred herein):

"A person shall be deemed to have an interest in a matter if he has any stake, pecuniary or otherwise, in such matter which could reasonably be regarded as giving rise to a conflict between his duty to objectively perform his functions under these rules so that his ability to consider and decide any matter impartially or to give any advice without bias, may reasonably be regarded as impaired."

"The CG Rules specify that when there is an actual or potential Conflict of Interest, there shall be appropriate identification, disclosure and management of such Conflict Interest".

2. Identification of Conflict of Interest In furtherance of the CG Rules and for the purposes of this Policy, a Conflict of Interest may arise when, in dealing with, or in connection to, a proposed transaction or arrangement, a director, executive or employee of the Company has (a) a Financial Interest, (b) an Ownership Interest, and/or (c) a Relationship with the Third-Party in question, each of which are defined below:

- a. **Financial Interest** means cash or equivalent, gifts, service, discount, domestic or foreign travel, sponsorship, and/or any other incentive or valuable consideration. Financial Interest shall not mean to include any immaterial financial interest of determinable monetary value which does

- b. **Procedure for Addressing Conflict of Interest:** After exercising due diligence, the board of directors of the Company shall determine whether the Company can obtain, with reasonable efforts, a more advantageous or alternate transaction or arrangement whereby such a Conflict of Interest would not arise. If the alternate transaction or arrangement is not possible, the board of directors shall determine by majority vote whether the proposed transaction or arrangement is in the best interests of the Company, for its own benefits, and is fair and reasonable. Based on such determinations, the board of directors shall make its decision on whether to enter into the proposed transaction or arrangement.
- c. The disclosee who has disclosed his or her Interest shall not be present in any meeting being held for determining the existence of the Conflict of Interest and during the procedure for addressing the Conflict of Interest.

6. **Action** Where it is determined that a director, executive or employee has a Conflict of Interest, and despite such determination the board of directors of the Company has decided to enter into the proposed transaction or arrangement in respect of which the Conflict of Interest related, the disclosee of the Interest shall play no part in any discussion, decision or action relevant to such proposed transaction or arrangement.

7. **Disciplinary Action** If the board of directors of the Company has reason to believe that an individual has failed to disclose actual or potential Interests, it will inform the individual and allow him or her to explain the alleged failure to disclose. If the board of directors still has reason to believe that a Conflict of Interest exists after the alleged Conflict of Interest is explained, it will take such corrective action as it deems fit. All employees of the Company, together with executive management, are required to be dedicated to upholding the highest level of integrity and ethical conduct in all of their activities and relationships with all stakeholders of the Company.

Date Adopted: 29th Dec 2021