



June 15, 2015

**Mr. Avinash Chander Mahajan**

**DIN:** 00041661

605, Empire Cooperative Housing Society  
Azad Nagar, Veera Desai Road, Andheri W,  
Mumbai - 400053

**Subject: Appointment Letter as Non-Executive Independent Director under Companies Act, 2013**

Dear Sir,

We are pleased to inform you that subject to approval of the shareholders, the Board of Directors of HPCL-Mittal Pipelines Limited ('**HMPL**' or '**the Company**') has approved your appointment as a Non-Executive Independent Director of the Company ('**Independent Director**').

In terms of the relevant provisions of the Companies Act, 2013 ('**the Act**'), the above is being formalized through this appointment letter. The term of your appointment shall be for a period of two years commencing from June 1, 2015 to May 31, 2017.

The Board of Directors will invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future in accordance with its terms of reference.

As an Independent Director of the Company you will be entitled to receive sitting fees for the meetings of the Board or its Committee. The sitting fees will be subject to deduction of tax at source. In addition to the sitting fees, the Company will reimburse return cost of air/car travel from your residence to the place of meeting and accommodation for attending the meeting of the Board of Directors or Committees thereof.

You will be covered under the D&O Insurance policy of the Company which will protect you against claims for wrongful acts in respect of your potential exposure for the personal liability which can arise in the course of performing your duties in your capacity as Independent Director.

Your appointment, remuneration, professional conduct, role, functions and duties shall be governed by the Companies Act, 2013, Rules made thereunder and 'Code for Independent Director' as per Schedule IV of the Companies Act, 2013 as amended from time to time.

We are sure that your experience, expertise and knowledge will add great value to the good governance practices of the Company.

Thanking you

**For and on behalf of the Board of Directors**

**Arun Balakrishnan**  
**Chairman**

**Encl:** Directors' Handbook