

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTOR:
SHRI RAM NIWAS JAIN

1. Appointment

The appointment "Independent Director" in Hindustan Petroleum Corporation Limited is for a period of three years from the notification of date of his appointment or till further orders, whichever is earlier, by Ministry of Petroleum & Natural Gas. This appointment is subject to approval of the Shareholders at ensuing Annual General Meeting as per the provisions of the Companies Act, 2013. The term "Independent Director" is construed as defined under the Companies Act, 2013 and the Listing Agreement. Being an Independent Director of the Corporation, he will not be liable to retire by rotation.

The relationship of position of "Independent Director" with the Company is that of an office-holder and not one of contract for employment in the company. The appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Companies Act, 2013 and the Listing Agreement.

2. Board Sub-Committees

The Board of Directors (the Board) may, if it deems fit, may nominate Independent Director for being member of one or more existing Board Committees or any such Committee that is set up in the future. The appointment on such Committees will be subject to the applicable laws and regulations and terms of reference of the said Committee(s).

3. Role and Duties

The role, duties and responsibilities will be those as normally required of an Independent Director under the Companies Act, 2013, the Listing Agreement and the DPE Guidelines on Corporate Governance for CPSEs. Section 166 of the Companies Act, 2013 and Clause 4(f) of the Listing Regulations, 2015 covers the duties and responsibilities of Directors which needs to be abide with. The provisions specified in Schedule IV of the Companies Act, 2013 governing Code for Independent Director also needs to be abide with.

4. Sitting Fees & Expenses

Independent Directors are presently paid a Sitting fee of Rs.20000/- for each of the Board meeting attended and Rs.15000/- for each of the Board Sub-Committee Meetings attended subject to applicable taxes. The company will bear incidental expenses incurred for attending the Board / Committee Meetings such as travel expenses, stay expenses etc. There will be no other remuneration, commission or fees or charges payable by the Corporation.

5. Time Commitment

The Director is expected to attend Board Meetings and Board Sub-Committee Meetings, if any, in which he is a member / Chairman and to devote such time as appropriate to discharge his duties effectively.

6. Directors' Insurance

The Company maintains Director's & Officer's Liability Policy on behalf of the Directors and Officers of the Company.

7. Code of Conduct and other compliances

The Independent Director of the Company is expected to act at all times in accordance with the provisions of the applicable corporate regulations and comply with the Company's policies and procedures that relate to his role as an Independent Director covering Corporate Governance for Independent Director, Code of Conduct for Independent Director, Insider Trading Regulations etc.,

To enable compliance with the same, Independent Director is required to make certain disclosures. These inter alia include:-

- A general Notice of interest in any firm, company etc. in which he or his relatives are interested.
- Details of Directorships / Committee Memberships already held and changes there in from time to time.
- Disclosure and compliance with the Code of Conduct for Board Members and Insider Trading Regulations

8. Familiarisation programme for Independent Directors

The Corporation would initiate steps to carry out presentation / programme for ensuring familiarisation with the Company, its operations, Oil Industry etc. and will also nominate / sponsor Directors to relevant training programmes / Conferences / Workshops etc. as may be conducted in India by various professional bodies, Chamber of Commerce or Industry or Govt. agencies etc.

As a Member of the Board / Committee, Director would endeavour to participate in such programmes.

9. Confidentiality

As an Independent Director of the Company Director will come across certain confidential information about the company and its affairs from time to time. Director shall maintain strict confidentiality and shall use the said information in the proper performance of his duties as Independent Director of HPCL.

10. Independent Board evaluation

Evaluation of performance of Independent Director on Board of HPCL would be in terms of provisions of Companies Act, 2013.

11. Resignation

In the event Independent Director wish to resign from his position at any time during his tenure, he is requested to serve a written notice addressed to C&MD / MOP&NG stating the reasons for resignation.

12. Governing Law

Appointment as Independent Director shall be governed by the relevant provisions of the Indian law and engagement shall be subject to the jurisdiction of the Indian Courts at Mumbai.