HMEL

February 7, 2025

Dr. Manaswini Bhalla,
Faculty Housing,
101, Indian Institute of Management,
Bannerghatta Road, Opposite Apollo Hospital
Bengaluru – 560076

Subject: Appointment Letter as Non-Executive Woman Independent Director of HPCL-Mittal Energy Limited under the Companies Act, 2013.
Reference: DIN 10942496

Madam,

We are pleased to inform you that subject to approval of the shareholders, the Board of Directors of HPCL-Mittal Energy Limited (**'HMEL'** or **'the Company'**) has approved your appointment as a Non-Executive Woman 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 (2) years commencing from February 7, 2025 to February 6, 2027.

The Board of Directors of the Company will invite you for being appointed on one or more existing Sub-Committees of the Board or any such Committee of Directors that is set up in the future.

As an Independent Director of the Company, you will be entitled to receive sitting fees for the meetings of the Board, its Sub-Committees or shareholders. The sitting fees will be subject to deduction of tax at source. In addition to the sitting fees, the Company will reimburse expenses towards travelling, boarding, lodging and other expenses incurred in connection with attending the meetings of the Board, Sub-Committees of Board or shareholders or any business of the Company.

You will be covered under the D&O Insurance policy of the Company in respect of your potential exposure for the personal liability which can arise in the course of performing your duties in your capacity as Non-Executive 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 and to the extent applicable.

Thanking you,

For and on behalf of
HPCL-Mittal Energy Limited

Prabh Das
Managing Director & CEO