

NATURA HUE CHEM LIMITED

CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Effective Date: 12.08.2026

Approved by the Board of Directors on: 12.08.2026

1. BACKGROUND

This Policy sets out criteria for payment of sitting fees, remuneration, commission and reimbursement of expenses to Non-Executive Directors (“NEDs”), including Independent Directors, subject to the Companies Act, 2013 (“Act”), rules, Articles of Association and applicable law.

The Company's exemption under Regulation 15(2)(a) covers the LODR website provision relating to criteria for NED payments. This Policy is therefore primarily based on the Act and is retained as an operative governance document.

2. OBJECTIVES

- clear and transparent criteria for payments;
- payments commensurate with responsibilities, time commitment, expertise and contribution;
- compliance with statutory limits and approvals;
- maintenance of reasonable relationship between remuneration and performance; and
- preservation of Independent Director independence.

3. SCOPE

This Policy applies to all NEDs, including Independent Directors, to the extent applicable. Executive Director remuneration is governed by the Act and the Nomination and Remuneration Policy.

4. FORMS OF PAYMENT

- sitting fees for Board and Committee meetings;
- reimbursement of reasonable Company-related expenses; and
- profit-related commission or other remuneration permitted under the Act and duly approved.

5. SITTING FEES

The Board may determine sitting fees within statutory limits. Sitting fees may be paid for valid attendance through video conferencing or other permitted audio-visual means. Applicable tax and statutory deductions shall be made.

6. COMMISSION / OTHER REMUNERATION

NEDs may receive profit-related commission or other remuneration to the extent permitted under the Act and subject to applicable approvals and limits. Independent Directors shall additionally comply with Section 149(9). No stock option shall be granted to an Independent Director.

7. NO OR INADEQUATE PROFITS

Where the Company has no profits or inadequate profits, remuneration other than sitting fees and reimbursement of expenses shall comply with Section 197 and Schedule V of the Act, as applicable. No blanket prohibition on remuneration shall apply merely because profits are inadequate.

8. CRITERIA FOR QUANTUM

- size, nature and complexity of business;
- responsibilities and duties;
- time devoted;
- knowledge, experience and expertise;
- attendance and participation;
- quality and extent of contribution;
- additional Committee responsibilities;
- Company's financial position and performance;
- prevailing practices, where relevant; and
- statutory limits and approval requirements.

9. INDEPENDENT DIRECTORS

Remuneration shall be determined with due regard to independence. An Independent Director may receive sitting fees, reimbursement and profit-related commission as permitted under Section 149(9), subject to member approval where required.

10. REIMBURSEMENT

Reasonable actual expenses incurred in connection with Board/Committee meetings, general meetings, travel and other official Company business may be reimbursed in accordance with applicable procedures.

11. CESSATION

Amounts lawfully due up to cessation may be settled on a pro-rata or other lawful basis. No payment shall be made merely by reason of cessation unless permitted by law and duly approved.

12. APPROVAL

The Board shall determine sitting fees and, where applicable, approve/recommend other remuneration in accordance with the Act and Articles. Required member or other statutory approvals shall be obtained before payment.

13. DISCLOSURE

The Company shall make remuneration disclosures required under the Act, accounting standards and other applicable law. The specific LODR website requirement for this criteria document is presently exempt under Regulation 15(2)(a); the Policy may nevertheless remain on the website for transparency.

14. REVIEW

The NRC shall review the Policy periodically and recommend amendments. The Board may amend it subject to applicable law.

For Natura Hue Chem Limited

Sd/-

Mansoor Ahmed

(Managing Director)

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