NATURA HUE CHEM LIMITED

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

Effective Date: 12.08.2026
Approved by the Board of Directors on: 12.08.2026

PREAMBLE

Natura Hue Chem Limited ("Company") appoints/reappoints Independent Directors in accordance with Sections 149, 150 and 152 of the Companies Act, 2013 ("Act"), Schedule IV, the rules made thereunder, the Articles of Association and other applicable law.

The Company is presently exempt under Regulation 15(2)(a) of the SEBI LODR Regulations from specified corporate-governance provisions, including Regulation 25 and clauses (b) to (i) and (t) of Regulation 46(2). These terms are therefore primarily based on the Act and Schedule IV. The exemption does not affect the Act or the SEBI PIT Regulations.

1. TENURE

- appointment for a term of up to five consecutive years, subject to member approval as required by law;
- satisfaction of Section 149 eligibility and independence criteria throughout tenure;
- not liable to retire by rotation under Section 149(13);
- second-term reappointment subject to special resolution and applicable statutory requirements;
- maximum two consecutive terms and three-year cooling-off period under Section 149; and
- appointment does not constitute a contract of employment.

2. BOARD COMMITTEES

An Independent Director may serve on Board Committees as determined by the Board subject to the Act and applicable terms of reference.

3. COMMITMENT AND ATTENDANCE

- bring independent judgement to Board deliberations;
- devote sufficient time and attention;
- endeavour to attend Board, Committee and general meetings;
- remain informed about the Company and its business; and
- the Independent Directors shall hold at least one meeting in every financial year without the presence of Non-Independent Directors and management, as required by Schedule IV.

4. ROLE, FUNCTIONS AND RESPONSIBILITIES

- bring independent judgement and objective views;
- scrutinise management performance;
- satisfy themselves regarding integrity of financial information and adequacy of controls and risk management;
- safeguard stakeholder interests, particularly minority shareholders;
- balance stakeholder interests;
- determine appropriate levels of remuneration of Executive Directors, KMP and Senior Management and have the role assigned under Schedule IV;
- act in the best interests of the Company;
- exercise due care, skill and diligence;

- avoid conflicts of interest and disclose interests;
- seek appropriate information and professional advice;
- participate actively in Committees;
- raise and record concerns appropriately;
- ensure adequate deliberation on RPTs;
- ensure a functional vigil mechanism and protection of persons using it;
- report unethical behaviour/fraud concerns;
- protect legitimate interests of the Company, shareholders and employees; and
- maintain confidentiality, including UPSI.

5. INDEPENDENCE AND DECLARATIONS

The Independent Director shall satisfy Section 149(6) criteria and provide the required independence declaration at the first Board meeting in which he/she participates and at the first Board meeting in every financial year and whenever circumstances change.

6. PERFORMANCE EVALUATION

The performance of an Independent Director shall be evaluated by the entire Board, excluding the Director being evaluated. The outcome shall be considered for continuation/reappointment in accordance with law.

7. REMUNERATION

- sitting fees for Board/Committee meetings as determined by the Board within statutory limits;
- reimbursement of expenses for participation in meetings;
- profit-related commission as approved by members where required;
- no stock options; and
- where profits are absent/inadequate, remuneration shall comply with Schedule V and other applicable law.

8. CONFIDENTIALITY

The Independent Director shall maintain confidentiality of confidential information, commercial secrets, business plans, financial information and UPSI, except where disclosure is authorised or required by law. The obligation continues after cessation subject to law.

9. INSIDER TRADING

The Independent Director shall comply with the Company's PIT Code and the SEBI PIT Regulations. The LODR Regulation 15(2) exemption does not exempt compliance with the PIT Regulations.

10. DISCLOSURES

The Independent Director shall make declarations/disclosures under the Act, including disclosure of interest under Section 184 and any other applicable law.

11. CESSATION

Resignation, removal, disqualification and cessation shall be governed by Sections 168, 169 and other applicable provisions of the Act and Articles.

12. LIABILITY

Liability shall be governed by Section 149(12) and other applicable law.

13. WEBSITE AND INSPECTION

The terms and conditions shall be open for inspection at the registered office during normal business hours and shall be posted on the Company's website in accordance with Schedule IV.

14. PREVAILING LAW

Any amendment to applicable law shall prevail over inconsistent provisions of these terms and conditions.

15. EFFECTIVE DATE

These Terms and Conditions shall be effective from the date of approval by the Board and remain in force until amended or superseded.

For Natura Hue Chem Limited

Sd/-
Mansoor Ahmed
(Managing Director)
DIN: 01398796| Place: Raipur, Chhattisgarh