

CRITERIA FOR MAKING PAYMENT TO NON-EXECUTIVE DIRECTORS

With changes in corporate governance norms, the role and responsibilities of Non-Executive Directors (“NED”) and the degree and quality of their engagement with the Board have undergone substantial changes over a period of time. Non-Executive Directors bring a wider perspective to the deliberations and decision-making process of the Board, thereby adding value to the Company. They also play a crucial role in ensuring the independent functioning and governance of the Board.

The remuneration to Non-Executive Directors is guided by the principles of attracting and retaining competent professionals on the Board of the Company and ensuring alignment with applicable legal and regulatory requirements.

Pursuant to Regulation 46(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the criteria for making payments to the Non-Executive Directors of the Company are set out below:

- **Sitting Fee:** The Company pays remuneration to its NEDs only by way of sitting fees for attending meetings of the Board of Directors and Committees thereof. The NEDs of the Company, who are holding executive positions in the Parent/Holding Company or who are employees of De Nora Group, shall not be entitled to receive sitting fees for attending the meetings of the Board and/or Committees of which they are members.
- **Reimbursement of actual expenses incurred:** NEDs may also be paid / reimbursed such sums incurred as actuals for travel, incidental and / or actual out of pocket expenses incurred by such Director / Member for attending Board / Committee / any other meetings of the Company.

The above criteria are subject to review by the Nomination & Remuneration Committee and the Board of Directors of the Company.

