CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

1. INTRODUCTION

The Board of Directors of Axel Polymers Limited ("Company") recognises the contribution of its Non-Executive Directors, including Independent Directors, in providing guidance and oversight to the Company. This Policy sets out the criteria for payment of sitting fees, commission and reimbursement of expenses to Non-Executive Directors, in accordance with the Companies Act, 2013 ("Act"), the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time.

2. SITTING FEES

Non-Executive Directors, including Independent Directors, may be paid sitting fees for attending meetings of the Board or its Committees, subject to the limits prescribed under the Act and the rules made thereunder. The amount of sitting fees, if any, shall be determined and approved in accordance with applicable law.

3. COMMISSION / REMUNERATION

Non-Executive Directors may be paid commission or other remuneration, where permissible, subject to the provisions of Sections 197 and 198 of the Act, the rules made thereunder and applicable SEBI Listing Regulations. The aggregate managerial remuneration payable to directors shall remain within the limits prescribed under the Act, unless approval is obtained in the manner required by law.

The Nomination and Remuneration Committee ("NRC"), wherever applicable, shall recommend the remuneration payable, having regard to the responsibilities, time commitment, contribution and performance of the Non-Executive Directors and the financial position of the Company. The Board shall consider and approve such recommendation, subject to shareholders' approval wherever required under applicable law.

The Company is not obligated to pay sitting fees, commission or any other remuneration to its Non-Executive Directors and may determine the same in accordance with applicable law and the circumstances of the Company.

4. REIMBURSEMENT OF EXPENSES

Non-Executive Directors may be reimbursed for reasonable and actual expenses incurred in connection with attending Board or Committee meetings or undertaking duties on behalf of the Company,

including travel, boarding, lodging and other out-of-pocket expenses, in accordance with the Company's applicable policies and procedures.

5. PAYMENT TO INDEPENDENT DIRECTORS

Independent Directors shall not be entitled to stock options. They may receive sitting fees, commission and reimbursement of expenses, as permitted under the Act and the SEBI Listing Regulations and subject to applicable limits and approvals.

6. REFUND OF EXCESS REMUNERATION

Where any Non-Executive Director receives remuneration in excess of the limits prescribed under applicable law or without the approval required under law, such amount shall be refunded to the Company in accordance with the Act. The Company shall deal with any waiver or recovery in the manner permitted by applicable law.

7. REVIEW AND AMENDMENT

The NRC, wherever applicable, shall periodically review this Policy and recommend changes to the Board. The Board may amend this Policy from time to time to ensure compliance with applicable law. In the event of any inconsistency between this Policy and applicable law, the applicable law shall prevail.

****