

**Criteria of Making Payments to Non-Executive Directors of Divgi
TorqTransfer Systems Limited ('the Company')**

Non-Executive Directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgement. They also oversee the corporate governance framework of the Company.

Apart from sitting fees of Rs. 75,000 (Rupees Seventy-Five Thousand Only) per meeting of the Board attended by them, no other remuneration is paid to Non-Executive Directors.