

**General information about company**

Scrip code	543812
NSE Symbol	DIVGIITTS
MSEI Symbol	NOTLISTED
ISIN	INE753U01022
Name of the entity	Divgi TorqTransfer Systems Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

of board of directors explanatory																
entity has a Regular Chairperson		Yes														
Chairperson is related to MD or CEO		No														
		Disqualification of Directors under section 164 of the Companies Act, 2013														
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No Independent Director in listed entity including this listed entity (Refer Regulation 17A(1) Listing Regulations)
4	Non-Executive - Independent Director	Chairperson	21-01-1957	No				Active	NA		14-03-2022	10-06-2022		17	4	4
1	Executive Director	Not Applicable	26-10-1962	No				Active	NA		14-03-2022	10-06-2022			1	0
1	Executive Director	Not Applicable	05-11-1964	No				Active	NA		14-03-2022	10-06-2022			1	0
0	Non-Executive - Independent Director	Not Applicable	25-08-1948	No				Active	NA		14-03-2022	10-06-2022		17	1	1

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	In Di i t R 1 R
385091	Non-Executive - Independent Director	Not Applicable		07-10-1955	No				Active	NA		14-03-2022	10-06-2022		17	1	1
931660	Non-Executive - Independent Director	Not Applicable		02-10-1965	No				Active	NA		14-10-2021	10-06-2022		20	1	1
762738	Non-Executive - Nominee Director	Not Applicable		20-05-1969	No				Active	NA		03-05-2018				1	0
471465	Non-Executive - Non Independent Director	Not Applicable		10-01-1962	No				Active	NA		01-10-2002	10-06-2022			1	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Director in listed entities including this listed entity (Refer Regulation 17A(1) Listing Regulations)
7 Non-Executive - Non Independent Director	Not Applicable		04-02-1959	No				Active	NA		01-10-1998	10-06-2022			1	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01445030	PRADIP VASANT DUBHASHI	Non-Executive - Independent Director	Chairperson	10-06-2022		
2	00016814	PRAVEEN PURUSHOTTAM KADLE	Non-Executive - Independent Director	Member	10-06-2022		
3	03385091	PUNDALIK DINKAR KUDVA	Non-Executive - Independent Director	Member	10-06-2022		
4	06931660	GEETA PRAFULLACHANDRA TOLIA	Non-Executive - Independent Director	Member	10-06-2022		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01445030	PRADIP VASANT DUBHASHI	Non-Executive - Independent Director	Chairperson	10-06-2022		
2	00016814	PRAVEEN PURUSHOTTAM KADLE	Non-Executive - Independent Director	Member	10-06-2022		
3	06931660	GEETA PRAFULLACHANDRA TOLIA	Non-Executive - Independent Director	Member	10-06-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016814	PRAVEEN PURUSHOTTAM KADLE	Non-Executive - Independent Director	Chairperson	10-06-2022		
2	01445030	PRADIP VASANT DUBHASHI	Non-Executive - Independent Director	Member	10-06-2022		
3	06931660	GEETA PRAFULLACHANDRA TOLIA	Non-Executive - Independent Director	Member	10-06-2022		
4	01634431	HIRENDRA BHASKAR DIVGI	Executive Director	Member	10-06-2022		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01445030	PRADIP VASANT DUBHASHI	Non-Executive - Independent Director	Chairperson	10-06-2022		
2	06931660	GEETA PRAFULLACHANDRA TOLIA	Non-Executive - Independent Director	Member	10-06-2022		
3	03385091	PUNDALIK DINKAR KUDVA	Non-Executive - Independent Director	Member	10-06-2022		
4	01634431	HIRENDRA BHASKAR DIVGI	Executive Director	Member	10-06-2022		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03385091	PUNDALIK DINKAR KUDVA	Non-Executive - Independent Director	Chairperson	10-06-2022		
2	00471531	JITENDRA BHASKAR DIVGI	Executive Director	Member	10-06-2022		
3	01634431	HIRENDRA BHASKAR DIVGI	Executive Director	Member	10-06-2022		
4	06931660	GEETA PRAFULLACHANDRA TOLIA	Non-Executive - Independent Director	Member	10-06-2022		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	09-01-2023				Yes	9	9	4
2	16-02-2023		37		Yes	9	6	3
3	23-02-2023		6		Yes	9	8	3
4	03-03-2023		7		Yes	9	9	4
5	06-03-2023		2		Yes	9	9	4
6	09-03-2023		2		Yes	9	8	3
7	29-03-2023		19		Yes	9	9	4
8		18-05-2023	49		Yes	9	9	4
9		29-06-2023	41		Yes	9	7	4

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09-01-2023				Yes	4	3	3	0
2	Audit Committee	29-03-2023	78			Yes	4	4	4	0
3	Audit Committee	18-05-2023	49			Yes	4	4	4	0
4	Nomination and remuneration committee	17-05-2023				Yes	3	3	3	0
5	Nomination and remuneration committee	29-06-2023	42			Yes	3	3	3	0
6	Stakeholders Relationship Committee	17-05-2023				Yes	4	4	3	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Sanika Nirgude
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Sanika Nirgude
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	17-07-2023



