

NOTICE

Notice is hereby given that the 58th Annual General Meeting (“AGM”) of the Members of Divgi TorqTransfer Systems Limited (“the Company”) will be held on Monday, July 31, 2023 at 03:00 PM (IST) at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D’Mart, Chinchwad, Pune – 411019 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with Reports of the Board of Directors and Auditors thereon.

2. Declaration of Final Dividend

To declare Final Dividend of ₹3.35 (Rupees Three and Thirty-Five Paise only) per equity share of face value ₹5 each, of the Company for the Financial Year ended March 31, 2023.

3. Re-appointment of Director retiring by rotation- Mr. Jitendra Bhaskar Divgi:

To appoint a director in place of Mr. Jitendra Bhaskar Divgi (DIN: 00471531), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. Re-appointment of Director retiring by rotation- Mr. Hirendra Bhaskar Divgi:

To appoint a director in place of Mr. Hirendra Bhaskar Divgi (DIN: 01634431), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. Approval to continue the Directorship of Mr. Pradip Vasant Dubhashi (DIN: 01445030) as Non-Executive Independent Director beyond the age of 75 years in his current tenure:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Pradip Vasant Dubhashi (DIN: 01445030), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years i.e., August 25, 2023 till the expiry of his current term i.e. till March 13, 2027 on the same terms and conditions as already approved by the Members.

RESOLVED FURTHER THAT any one of the Executive Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

By Order of the Board
For DIVGI TORQTRANSFER SYSTEMS LIMITED

Jitendra Divgi

Managing Director

DIN: 00471531

Date: June 29, 2023

Place: Pune

Registered Office:

75, General Block, MIDC, Bhosari,
Pune, Maharashtra, India 411026

CIN: U32201MH1964PLC013085

Website: www.divgi-tts.com

E-mail ID: companysecretary@divgi-tts.com

NOTES:

- 1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out the material facts of special business mentioned in item no. 5 of the Notice is annexed hereto. Details of the Directors along with their brief profile, as required under Regulation 36(3) of SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), in respect of the persons seeking appointment / re-appointment as Directors at this AGM, is annexed hereto and forms part of this Notice.
- 2) Pursuant to the provisions of Section 91 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, July 25, 2023 to Monday, July 31, 2023 (both days inclusive)**.
- 3) Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and a proxy need not be a member of the company. proxies In order to be effective must be duly filled, stamped, signed and should be deposited at the company's registered office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution / authority as applicable, issued on behalf of the appointing organisation. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or member. The proxy-holder shall prove his identity at the time of attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Members / Proxies / Representatives are requested to bring the attendance slip, annexed herewith, for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.

For the convenience of Members, a route map of the venue of the AGM is enclosed in this Annual Report.
- 4) The Company's Registrar and Transfer Agent for its Share Registry work (physical and electronic) is Link Intime India Private Limited. (Block No. 202, Akshay Complex, 2nd floor, near Ganesh Temple, Off Dhole Patil Road, Pune - 411 001).
- 5) **Dispatch Of Annual Report Through Electronic Mode:**

In continuation with the General Circulars No. 20/2020, 02/2022, 10/2022 and 11/2022 dated May 5, 2020, May 5, 2022 and dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/DDHS/P/CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 13, 2022 and January 5, 2023 respectively, issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars"), the financial statements (including Boards' Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2023 pursuant to Section 136 of the Act and the Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent ("RTA") or the Depository Participant(s). This Notice and Annual Report have been uploaded on the website of the Company at www.divgi-tts.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of RTA at www.linkintime.co.in. The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail companysecretary@divgi-tts.com clearly mentioning their Folio number / DP and Client ID. Members are requested to register / update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants by following due procedure.
- 6) For members who have not registered their email IDs so far, are requested to register their email IDs for receiving all the communications including Annual Report, Notices from the Company electronically. Members are requested to respond

to their messages and register their e-mail id and support the green initiative efforts of the Company.

- 7) Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of AGM, may temporarily get themselves registered with Link Intime Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html for obtaining the same.
- 8) Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF / JPG Format) of its board or governing body resolution / authorisation etc. authorizing its representatives to attend this AGM on its behalf and to vote through remote e-Voting. The said resolution / authorisation shall be sent by email, from their registered email address to the Scrutinizer by e-mail at scrutinizer@divgi-tts.com with a copy marked to enotices@linkintime.co.in.
- 9) If the dividend, as recommended by the Board, is approved at the AGM, payment of such dividend, subject to deduction of tax at source will be made within 30 days from the date of declaration to all beneficial owners in respect of equity shares held in dematerialized form as per the data as may be made available by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), as at the end of the day on Monday, July 24, 2023.
- 10) Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from the dividend paid to Members at the prescribed rates in the Income Tax Act, 1961 ("IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their residential status, permanent account number ("PAN"), category as per IT Act, etc. with their Depository Participants ("DPs").

A resident individual Member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by e-mail to dividend@divgi-tts.com or rnt.helpdesk@linkintime.co.in by 11.59 p.m. IST on Friday, July 14, 2023. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. no permanent establishment and beneficial ownership declaration, tax residency certificate, form 10F, any other document which

may be required to avail the tax treaty benefits by sending an e-mail to dividend@divgi-tts.com or rnt.helpdesk@linkintime.co.in, by 11.59 p.m. IST on Friday, July 14, 2023.

- 11) Members can avail the facility of nomination in respect of securities held by them in physical form by filing form SH-13, as prescribed under Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company/RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://divgi-tts.com/kyc-forms/>
- 12) Members are requested to –
 - i. intimate to their Depository Participant (DP), changes if any, in their names, registered addresses, email address, telephone / mobile numbers, and / or changes in their bank account details, if the shares are held in dematerialized form.
 - ii. Non-Resident Indian members are requested to inform Company's RTA / respective DPs, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 - iii. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holdings should be verified from time to time.
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are requested to submit their PAN details to their respective DP if not done earlier.
- 14) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed

companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://divgi-tts.com/kyc-forms/> and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-downloads.html> It may be noted that any service request can be processed only after the folio is KYC Compliant.

- 15) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form.
- 16) Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at companysecretary@divgi-tts.com.
- 17) Members who wish to inspect the relevant documents referred to in the Notice can send an email to companysecretary@divgi-tts.com upto the date of the AGM.
- 18) Members seeking any information with regard to the accounts, any matter to be placed at the AGM, the registers or the relevant documents, referred to in this notice and in the explanatory statement setting out the material facts, if any, are requested to write from their registered email address to the Company at companysecretary@divgi-tts.com by mentioning their DP ID & client ID / folio number and mobile number. The same will be replied by the Company suitably.

19) Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company / its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his / her / their email address with the Company / Depositories and or not updated the Bank Account mandate, the shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- 20) Members of the Company holding shares as on the cut-off date of **Monday, July 24, 2023** may cast their vote by remote e-Voting. The remote e-Voting period commences on **Friday, July 28, 2023 at 9.00 AM (IST) and ends on Sunday, July 30, 2023 at 5.00 PM (IST)**. The remote e-Voting module shall be disabled by Link Intime India Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before / during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Monday, July 24, 2023**.
- 21) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual Report (including AGM Notice) and holds shares as on the cut-off date i.e. Monday, July 24, 2023 may download the Annual Report (including AGM Notice) from the website of the Company <https://divgi-tts.com/>
- 22) In case of joint holders, the Members whose name appear first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 23) The Company has designated the e-mail id companysecretary@divgi-tts.com for redressal of investor complaints / grievances. In case you have any queries / complaints or grievances, please write from the registered e-mail address to us at the given email id.

24) E-voting:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

- a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the Company is pleased to provide to Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM, by electronic means and the business may be transacted through e-Voting Services. For this purpose, the Company has entered into an agreement with Link Intime India Pvt Ltd (RTA) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").
- b. Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.

- c. The remote e-voting period commences on **Friday, July 28, 2023 at 9.00 AM (IST) and ends on Sunday, July 30, 2023 at 5.00 PM (IST)**. The remote e-voting module shall be disabled by Link Intime India Pvt Ltd for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, July 24, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, July 24, 2023**.
- d. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Those Members, who will be present in the AGM and have not cast their vote on the resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a

personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting

is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **“Sign Up”** under **‘SHARE HOLDER’** tab and register with your following details: -

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

- » Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - » Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
4. After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**; else to change your vote, click on **‘No’** and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- » Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- » Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- » It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- » For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- » During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER

The Members who have not cast their vote through remote e-voting can exercise their voting rights at the

AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system shall be made available at the Meeting. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM.

25) A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

26) CS Mrunmayee Sathaye (ACS: 51169 CP: 19264), Partner, KANJ & Co. LLP, Company Secretaries, Pune has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process at the AGM in a fair and transparent manner.

27) The Chairperson of AGM shall, at AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, for all those Members who attend / participate in AGM but have not cast their votes by availing the remote e-voting facility.

28) The Scrutinizer shall, after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM and votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated Scrutinizer's Report not later than 2 working days from the conclusion of the AGM of the total votes cast in favour or against, if any, to the Chairperson of AGM or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

29) The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company (www.divgi-tts.com) and on the website of RTA <https://instavote.linkintime.co.in> immediately after the result is declared by Chairperson or a person authorised by him in writing and the same shall be communicated to the Stock Exchanges where shares of the Company are listed. The results shall also be displayed on

the noticeboard of the Company at its registered office. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., **Monday July 31, 2023.**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 of the accompanying Notice.

ITEM NO. 5:

APPROVAL TO CONTINUE THE DIRECTORSHIP OF MR. PRADIP VASANT DUBHASHI (DIN 01445030) AS NON-EXECUTIVE INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS IN HIS CURRENT TENURE:

Mr. Pradip Vasant Dubhashi (DIN 01445030) was appointed as a Non-Executive Independent Director of the Company in terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') for a period of five years effective from March 14, 2022 by the Members of the Company in their meeting held on June 10, 2022. His first term as an Independent Director shall expire on March 13, 2027.

Your Company has been listed on Stock Exchanges pursuant to Initial Public Offering w.e.f March 14, 2023 and thereafter the provisions of SEBI Listing Regulations are applicable to the Company. Accordingly in terms of the Regulation 17(1A) of SEBI Listing Regulations, consent of the members by way of special resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years.

Mr. Dubhashi will attain the age of 75 years on August 25, 2023 and approval of the Members will be required for continuation of his directorship from the day he attains the age of 75 years till expiry of his current term i.e., till March 13, 2027, notwithstanding that he has attained the age of 75 years.

Mr. Dubhashi has over five decades of experience and has served on the Board of leading corporates.

He is an Electrical Engineer from College of Engineering Pune (COEP) and also holds a post-graduate diploma in business management (PGDBM) from XLRI Xavier School of Management, Jamshedpur. He held senior executive positions in SICOM, Mahindra Group and Venky Group. He has in-depth knowledge of various industries such as auto components, engineering, cement, specialty chemicals, biotechnology and software. He was also nominated on the Boards of Directors of various companies including as a nominee director of financial institutions. He has consulted for various Indian and foreign companies. He has attended several courses conducted by IIM Ahmedabad, IEEE, NCST, ASCI, among others, in advanced management, technology and finance areas.

Considering the vast knowledge, acumen, expertise and performance of Mr. Dubhashi and significant contributions made, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company. Further, in the opinion of the Board, Mr. Dubhashi fulfills the condition for continuing as an Independent Director of the Company as specified in the Act and Rules made thereunder and SEBI Listing Regulations and is independent of the management.

On the recommendation of Nomination & Remuneration Committee and based on the skills, experience, knowledge and report of performance evaluation of Mr. Dubhashi, the Board of the Directors on Thursday, May 18, 2023 have approved the continuation of directorship of Mr. Pradip Vasant Dubhashi (DIN: 01445030) as an Independent Director of the Company from the day he attains the age of 75 years i.e., August 25, 2023 till the completion of his present term upto March 13, 2027 on the same terms and conditions which have been approved by members at their meeting held on June 10, 2022.

The copy of the letter for appointment of Mr. Dubhashi as an Independent Director setting out the terms and conditions would be available for inspection without any fees by the members of the Company at the Registered office of the Company and also on the website at www.divgitts.com

The Company has received the following documents from Mr. Dubhashi:-

- i. consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013;
- iii. a declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order

passed by Securities and Exchange Board of India or any other such authority; and

- iv. a declaration that he meets the criteria of independence as provided in the Act and Listing Regulations.

Save and except Mr. Dubhashi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out at Item No. 6 of the Notice.

The Board of Directors accordingly recommends the Special Resolutions set out at Item No. 6 of the Notice for the approval of the members.

INFORMATION PURSUANT TO REGULATION 36 OF LISTING REGULATIONS

For Agenda no. 05:

Name of Director	Mr. Pradip Vasant Dubhashi
DIN	01445030
Date of Birth	August 25, 1948
Age (As on June 29, 2023)	74
Date of Appointment/ re-appointment on the Board	March 14, 2022
Qualifications	B.E., P.G.D.B.M. (XLRI)
Expertise in Specific Functional Area	Strategy, Planning & Operations, Finance, Leadership, Technology, Governance & Risk Management.
Brief Profile/ Experience	<p>Mr. Pradip Dubhashi has a rich experience of 5 decades of experience 48 years in Management Consulting and in Company Management. For last three decades, he has been running his own consulting firm in Strategy and as a corollary rendering services in operations and finance to companies in multifarious sectors in India and those foreign owned.</p> <p>He has worked in conventional industries such as auto components, engineering, steel, cement and pharma and also with start-ups in modern areas of electronics, software, defense systems, data analytics and IoT among others.</p> <p>Prior to consulting he spent 14 years in the Mahindra Group where he held positions in manufacturing in its auto-component business including heading a plant. As Corporate Planning Manager in Mahindra & Mahindra, he was responsible for conceptualising and planning the IT services Company Mahindra BT, now known as Tech Mahindra Limited. He also set up Mahindra's foray into engineering plastics under the aegis of Siroplast Limited (later known as Mahindra Composites Limited) before moving to consulting. Mr. Dubhashi has</p> <p>handled situations from the shop floor to policy making in toughest of times.</p> <p>He has been holding board director engagements for the last 25 years and has been heading important committees of the boards. He has been a board Chairperson of listed entities for most part of the last decade.</p>

Terms and conditions of Appointment/ Re-Appointment	5 years with effect from March 14, 2022
Remuneration last drawn (including the sitting fees)	₹3.41 million
Remuneration proposed to be paid	As per existing terms and conditions
Shareholding in the Company	Nil
Relationship with other Directors/ Key Managerial Personnel/ Managers	Nil
No. of meetings of Board attended during the year FY 22-23	12/12
Directorships of other Boards	i. Roop Automotives Limited ii. Microline India Private Limited iii. Unmanned & Autonomous Vehicles Association iv. Entuple E-Mobility Private Limited
Membership/ Chairpersonship of committees of other Boards	-

By Order of the Board
For DIVGI TORQTRANSFER SYSTEMS LIMITED

Jitendra Divgi

Managing Director

DIN: 00471531

Date: June 29, 2023

Place: Pune

Registered Office:

75, General Block, MIDC, Bhosari,

Pune, Maharashtra, India 411026

CIN: U32201MH1964PLC013085

Website: www.divgi-tts.com

E-mail ID: companysecretary@divgi-tts.com