



Divgi TorqTransfer Systems

Divgi TorqTransfer Systems Limited
CIN: U32201MH1964PLC013085
75, General Block, MIDC, Bhosari,
Pune 411 026, India
Tel: (+91-20) 63110100
Web: www.divgi-tts.com

Ref.: DTTS/Sec/23-24/47

August 02, 2023

To, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 BSE Scrip Code – 543812	To, National Stock Exchange of India Limited, "Exchange Plaza" 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 NSE Scrip Code - DIVGIITTS
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Sub: Scrutinizer's Report for the Annual General Meeting (AGM) held on July 31, 2023.

Ref.: Our letter bearing no. DTTS/Sec/23-24/46 dated August 01, 2023, for submission of proceedings of the 58th AGM held on July 31, 2023.

Dear Sir / Madam,

With reference to our above-mentioned letter dated August 01, 2023, we wish to inform you that the Company has received the Scrutinizer's Report on the remote e-voting and e-voting conducted at the time of the AGM from CS Mrunmayee Sathaye, Partner, Kanj & Co. LLP, Practicing Company Secretaries, the Scrutinizer.

The said Report is attached as Annexure 1.

Pursuant to the said Report, it appears that the following resolutions have been approved by the Members of the Company with the requisite majority:

A) Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. 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. 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.



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4. 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.

B) Special Business:

1. 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.

The details of votes cast through remote e-voting and e-voting at the time of the AGM in the format prescribed by the SEBI vide Circular dated November 04, 2015, will be submitted in due course.

Kindly take the same on your record and acknowledge.

Thanking you,

For **Divgi TorqTransfer Systems Limited**

Hirendra Bhaskar Divgi
Whole Time Director
DIN: 01634431

Enclosure: As above

3-4, 'Aishwarya Sankul', S. No. 17, Opp. Joshi Railway Museum, Kothrud Pune - 411 038.INDIA
Tel. : +91 20 2546 6265 | 6265 6520 | 6529 6055 | www.kanjcs.com | GSTIN 27AATFK2284M1ZK
Registered Under The Limited Liability Partnership Act, 2008 With Limited Liability | LLPIN : AAM-2628
SCRUTINIZER'S CONSOLIDATED REPORT

KANJ
& CO. LLP
Company Secretaries

To,
Chairman,
Divgi TorqTransfer Systems Limited
Plot no. 75, General Block MIDC, Bhosari
Pune 411026

58th Annual General Meeting (the AGM) of the Members of Divgi TorqTransfer Systems Limited held on Monday, the 31st day of July, 2023 at 3:00 P.M. at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D'Mart, Chinchwad, Pune – 411019

Dear Sir,

I, CS Mrunmayee Sathaye, Partner of M/s KANJ & Co. LLP, Practising Company Secretaries, Pune was appointed as a Scrutinizer for the following purposes:

1. The remote e-voting process was conducted for the below mentioned resolutions, as per Section 108 of the Companies Act, 2013 between Friday 28th July, 2023, 09.00 am IST and ended on 30th July, 2023, 05.00 pm IST.
2. In addition, the e-voting process was conducted for the below mentioned resolutions, as per Section 109 of the Companies Act, 2013 at the venue of the Annual General Meeting of the Company for shareholders who had not voted through the remote e-voting facility provided prior to the AGM.

I submit a consolidated report as under:

1. After the conclusion of e-voting process at the Annual General Meeting, I first counted the votes cast by e-voting process done at the AGM venue by unblocking the e-votes cast at the AGM Venue in presence of two witnesses who were not the employees of the Company. Thereafter I unblocked the votes cast through remote e-voting in the presence of two witnesses who were not the employees of the Company.
2. A final report of both the processes was generated by me by using the access and authorizations given to me by accessing the data available on the InstaVote facility provided by LinkIn Time India Private Limited. The final report was tabulated by me and



the data regarding the final e-Voting by remote e-voting and e-voting at the AGM Venue was diligently scrutinized and reconciled with the data available on the above-mentioned website.

3. The consolidated result of the e-voting process done at the venue of the AGM and the remote e-voting is as under:

ORDINARY BUSINESS:

a) As an ordinary resolution- Item No. 1

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.

Particulars	Remote e-voting	Voting at the AGM	Total	% of total number of valid votes cast
I. Valid Votes				
a. Voted in favour				
Number of members voted	46	21	67	
Number of votes cast	2,09,27,579	53,43,715	2,62,71,294	100.00
b. Voted against				
Number of members voted	-	-		
Number of votes cast	-	-		
c. Total				
Total Number of members voted	46	21	67	
Total Number of votes cast	2,09,27,579	53,43,715	2,62,71,294	100.00

II. Invalid Votes *				
Total number of members whose votes are invalid	3	-	3	
Total number of shares involved	11,55,862	-	11,55,862	

Resolution has been passed unanimously.

*Votes considered invalid as authorisation documents have not been uploaded by the public institutional investor.

b) As an ordinary resolution- Item No. 2

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

Particulars	Remote e-voting	Voting at the AGM	Total	% of total number of valid votes cast
I. Valid Votes				
a. Voted in favour				
Number of members voted	46	21	67	
Number of votes cast	2,09,27,579	53,43,715	2,62,71,294	100
b. Voted against				
Number of members voted	-	-		
Number of votes cast	-	-		
c. Total				
Total Number of members voted	46	21	67	
Total Number of votes cast	2,09,27,579	53,43,715	2,62,71,294	100

II. Invalid Votes*				
Total number of members whose votes are invalid	3	-	3	
Total number of shares involved	11,55,862	-	11,55,862	

Resolution has been passed unanimously.

*Votes considered invalid as authorisation documents have not been uploaded by the public institutional investor.

c) As an ordinary resolution- Item No. 3

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.


 Mr. Umesh M. Bhatnagar
 ACS-51183
 CP-19294

Particulars	Remote e-voting	Voting at the AGM	Total	% of total number of valid votes cast
I. Valid Votes				
a. Voted in favour				
Number of members voted	45	21	66	
Number of votes cast	2,09,27,554	53,43,715	2,62,71,269	99.99
b. Voted against				
Number of members voted	1	-	1	-
Number of votes cast	25	-	25	0.01
c. Total				
Total Number of members voted	46	21	67	
Total Number of votes cast	2,09,27,554	53,43,715	2,62,71,294	100.00

II. Invalid Votes*				
Total number of members whose votes are invalid	3	-	3	
Total number of shares involved	11,55,862	-	11,55,862	

Resolution has been passed with requisite majority.

*Votes considered invalid as authorisation documents have not been uploaded by the public institutional investor.

d) As an ordinary resolution- Item No. 4

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.

Particulars	Remote e-voting	Voting at the AGM	Total	% of total number of valid votes cast
I. Valid Votes				
a. Voted in favour				
Number of members voted	42	21	63	
Number of votes cast	2,04,48,897	53,43,715	2,57,92,612	98.18

b. Voted against				
Number of members voted	4	-	4	
Number of votes cast	4,78,682	-	4,78,682	1.82
c. Total				
Total Number of members voted	46	21	67	
Total Number of votes cast	2,09,27,579	53,43,715	2,62,71,294	100.00

II. Invalid Votes*				
Total number of members whose votes are invalid	3	-	3	
Total number of shares involved	11,55,862	-	11,55,862	

Resolution has been passed with requisite majority.

*Votes considered invalid as authorisation documents have not been uploaded by the public institutional investor.

SPECIAL BUSINESS

e) As a Special Resolution- 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:

Particulars	Remote e-voting	Voting at the AGM	Total	% of total number of valid votes cast
I. Valid Votes				
a. Voted in favour				
Number of members voted	40	21	61	
Number of votes cast	1,92,95,962	53,43,715	2,46,39,677	93.79
b. Voted against				
Number of members voted	6	-	6	
Number of votes cast	16,31,617	-	16,31,617	6.21
c. Total				
Total Number of members voted	46	21	67	
Total Number of votes cast	2,09,27,579	53,43,715	2,62,71,294	100.00



II. Invalid Votes*				
Total number of members whose votes are invalid	3	-	3	
Total number of shares involved	11,55,862	-	11,55,862	

Resolution has been passed with requisite majority.

*Votes considered invalid as authorisation documents have not been uploaded by the public institutional investor.

- A relevant electronic data containing exhaustive details of the voting patterns of each of the aforementioned resolutions for the e-voting processes have been handed over to the Company Secretary of the Company.
- The percentage has been rounded off.

Thanking You,
Yours faithfully,

CS Mrunmayee Sathaye
Partner
KANJ & Co. LLP
Company Secretaries, Pune
UDIN: A051169E000725007



Managing Director,
Divgi TorqTransfer Systems Limited

Place: Pune
Date: 02.08.2023

Place: Pune
Date: 02.08.2023