

<b>General information about company</b>	
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	Half Yearly
Date of Report	30-09-2023
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								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	PRAVEEN PURUSHOTTAM KADLE	AEEPK1052J	00016814	Non-Executive - Independent Director	Chairperson		21-01-1957
2	Mr	JITENDRA BHASKAR DIVGI	AANPD1400A	00471531	Executive Director	Not Applicable	MD	26-10-1962
3	Mr	HIRENDRA BHASKAR DIVGI	AAXPD7899M	01634431	Executive Director	Not Applicable		05-11-1964
4	Mr	PRADIP VASANT DUBHASHI	ABAPD7732R	01445030	Non-Executive - Independent Director	Not Applicable		25-08-1948
5	Mr	PUNDALIK DINKAR KUDVA	AGIPK4605M	03385091	Non-Executive - Independent Director	Not Applicable		07-10-1955
6	Ms	GEETA PRAFULLACHANDRA TOLIA	ABJPT5737H	06931660	Non-Executive - Independent Director	Not Applicable		02-10-1965
7	Mr	AJAY BHASKAR LIMAYE	AAGPL6481Q	02762738	Non-Executive - Nominee Director	Not Applicable		20-05-1969
8	Mr	SANJAY BHALCHANDRA DIVGI	ADNPD4920A	00471465	Non-Executive - Non Independent Director	Not Applicable		10-01-1962
9	Mr	BHARAT BHALCHANDRA DIVGI	AAUPD9772C	00471587	Non-Executive - Non Independent Director	Not Applicable		04-02-1959

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active

I. Composition of Board of Directors												
Sr	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 Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		14-03-2022	10-06-2022		20	4	4	5	2		
2	NA		14-03-2022	10-06-2022			1	0	0	0		
3	NA		14-03-2022	10-06-2022			1	0	1	0		
4	Yes	31-07-2023	14-03-2022	10-06-2022		20	1	1	2	1		
5	NA		14-03-2022	10-06-2022		20	1	1	0	0		
6	NA		14-10-2021	10-06-2022		23	1	1	2	0		
7	NA		03-05-2018		11-07-2023		1	0	0	0		
8	NA		01-10-2002	10-06-2022			1	0	0	0		
9	NA		01-10-1998	10-06-2022			1	0	0	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	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	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	18-05-2023				Yes	9	9	4
2	29-06-2023		41		Yes	9	7	4
3		09-08-2023	40		Yes	8	8	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	Stakeholders Relationship Committee	17-05-2023				Yes	4	4	3	0
2	Stakeholders Relationship Committee	24-07-2023	67			Yes	4	4	3	0
3	Audit Committee	18-05-2023				Yes	4	4	4	0
4	Audit Committee	09-08-2023	82			Yes	4	4	4	0
5	Nomination and remuneration committee	17-05-2023				Yes	3	3	3	0
6	Nomination and remuneration committee	29-06-2023	42			Yes	3	3	3	0

## Annexure 1

## IV. Meeting of Committees

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)
7	Nomination and remuneration committee	08-08-2023	39			Yes	3	3	3	0
8	Corporate Social Responsibility Committee	08-08-2023				Yes	4	4	2	0

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Sanika Nirgude
2	Designation	Company Secretary and Compliance Officer



<b>Annexure III</b>				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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<b>Annexure III</b>		
1	Name of signatory	Sanika Nirgude
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

<b>Text Block</b>	
Textual Information(1)	Not Applicable

<b>Details of Cyber security incidence</b>	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No

<b>Signatory Details</b>	
Name of signatory	Sanika Nirgude
Designation of person	Company Secretary and Compliance Officer
Place	Pune
Date	05-10-2023

