



Divgi TorqTransfer Systems

Divgi TorqTransfer Systems Limited
CIN: L32201MH1964PLC013085
75, General Block, MIDC, Bhosari,
Pune 411 026, India
Tel: (+91-20) 63110100
Web: www.divgi-tts.com

Ref.: DTTS/Sec/24-25/41

July 31, 2024

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 29, 2024.

Ref.: Our letter bearing no. DTTS/Sec/24-25/40 dated July 29, 2024, for submission of proceedings of the 59th AGM held on July 29, 2024.

Dear Sir / Madam,

With reference to our above-mentioned letter dated July 29, 2024, 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, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend of ₹ 2.60 (Rupees Two and Sixty Paise only) per equity share of face value ₹ 5 each, of the Company for the Financial Year ended March 31, 2024.
3. To appoint a director in place of Mr. Sanjay Bhalchandra Divgi (DIN: 00471465), 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. Bharat Bhalchandra Divgi (DIN: 00471587), who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

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**

Sanika Nirgude
Company Secretary and Compliance Officer
A71466

Enclosure: As above

SCRUTINIZER'S CONSOLIDATED REPORT

To,
The Chairman,
Divgi TorqTransfer Systems Limited ("the Company")
Plot no. 75, General Block MIDC, Bhosari, Pune, 411026

Subject: Submission of Scrutinizer's Consolidated Report

Ref: 59th Annual General Meeting (the "Meeting") of the Members of Divgi TorqTransfer Systems Limited ("the Company") held on Monday, 29th July 2024 at 3.00 PM IST at Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D'Mart, Chinchwad, Pune- 411019.

Dear Sir,

I, 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 conducted for the below mentioned resolutions, as per Section 108 of the Companies Act, 2013 is between Friday, 26th July 2024 from 09:00 A.M. IST and Sunday, 28th July, 2024 till 05:00 P.M. IST.
2. The E-Voting through electronic means as prescribed was conducted in my presence and Equity Shareholders who have not casted their votes through remote E-Voting mechanism, were allowed to cast the votes through the electronics means at the Annual General Meeting.

3. The votes casted by electronics means were subsequently counted by me and reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.

I submit a consolidated report as under:

1. After the conclusion of Poll taken at the Meeting through prescribed electronic means, I unblocked the votes cast through remote e-Voting. A final electronic report of the whole process was generated by me by using the access and authorizations given to me by accessing the data available on InstaVote facility provided by LinkIn Time. The final report was tabulated by me and the data regarding the final e-Votes was diligently scrutinized and reconciled with the data available on the above-mentioned website.
2. My responsibility as Scrutinizer for E-Voting and Poll process is restricted to make Scrutinizers' Report of the votes casted "In Favor and Against" the Resolutions stated below, based on the data available on InstaVote facility provided by LinkIn Time and the votes casted by Poll by the shareholders of the Company at this Annual General Meeting
3. The cumulative result of the e-Voting process and the poll taken at the Meeting is as under:

a) Resolution No.1 (Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with Reports of the Board of Directors and Auditors thereon:

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = [(2)/ (1)] *100	[4]	[5]	[6] = [(4)/ (2)]*100	[7] = [(5)/ (2)] *100
Promoter and Promoter Group	E-Voting	18497200	16898240	91.3557	16898240	0	100.0000	0
	Poll		1598960	8.6443	1598960	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18497200	18497200	100.0000	18497200	0	100.0000	0
Public - Institutions	E-Voting	8519164	3179163	37.3178	3179163	0	100.0000	0
	Poll		3727360	43.7526	3727360	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8519164	6906523	81.0704	6906523	0	100.0000	0
Public - Non-Institutions	E-Voting	3566563	2741	0.0769	2736	5	99.8176	0.1824
	Poll		1205173	33.7909	1205173	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3566563	1207914	33.8678	1207909	5	99.9996	0.0004
Grand Total		30582927	26611637	87.0147	26611632	5	100.0000	0

b) Resolution No. 2 (Ordinary Resolution)

To declare Final Dividend of Rs. 2.60/- (Rupees Two and Sixty Paise only) per equity share of face value Rs.5/- each of the Company for the Financial Year ended March 31, 2024.

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = [(2)/ (1)] *100	[4]	[5]	[6] = [(4)/ (2)]*100	[7] = [(5)/ (2)] *100
Promoter and Promoter Group	E-Voting	18497200	16898240	91.3557	16898240	0	100.0000	0
	Poll		1598960	8.6443	1598960	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		18497200	18497200	100.0000	18497200	0	100.0000
Public - Institutions	E-Voting	8519164	3179163	37.3178	3179163	0	100.0000	0
	Poll		3727360	43.7526	3727360	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8519164	6906523	81.0704	6906523	0	100.0000
Public - Non-Institutions	E-Voting	3566563	2741	0.0769	2736	5	99.8176	0.1824
	Poll		1205173	33.7909	1205173	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3566563	1207914	33.8678	1207909	5	99.9996
Grand Total		30582927	26611637	87.0147	26611632	5	100.0000	0

- c) **Resolution No. 3 (Ordinary Resolution): To reappoint Mr. Sanjay Bhalchandra Divgi (DIN: 00471465), who retires by rotation pursuant to section 152(6) of the Companies Act 2013, at this Annual General Meeting and being eligible, offers herself for re-appointment:**

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = [(2)/ (1)] *100	[4]	[5]	[6] = [(4)/ (2)]*100	[7] = [(5)/ (2)] *100
Promoter and Promoter Group	E-Voting	18497200	16898240	91.3557	16898240	0	100.0000	0
	Poll		1329680	7.1885	1329680	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		18497200	18227920	98.5442	18227920	0	100.0000
Public - Institutions	E-Voting	8519164	3179163	37.3178	2452196	726967	77.1334	22.8666
	Poll		3727360	43.7526	3727360	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		8519164	6906523	81.0704	6179556	726967	89.4742
Public - Non-Institutions	E-Voting	3566563	2741	0.0769	2716	25	99.0879	0.9121
	Poll		935503	26.2298	935503	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3566563	938244	26.3067	938219	25	99.9973
Grand Total		30582927	26072687	85.2524	25345695	726992	97.2117	2.7883

d) Resolution No.4 (Ordinary Resolution)

To reappoint Mr. Bharat Bhalchandra Divgi (DIN: 00471587), who retires by rotation pursuant to section 152(6) of the Companies Act 2013, at this Annual General Meeting and being eligible, offers herself for re-appointment:

Category	Mode of Voting	No. of Shares held	No of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In Favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = [(2)/ (1)] *100	[4]	[5]	[6] = [(4)/ (2)]*100	[7] = [(5)/ (2)] *100
Promoter and Promoter Group	E-Voting	18497200	16898240	91.3557	16898240	0	100.00	0
	Poll		1329680	7.1885	1329680	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	18497200	18227920	98.5442	18227920	0	100.00	0
Public - Institutions	E-Voting	8519164	3179163	37.3178	2402196	776967	75.5606	24.4394
	Poll		3727360	43.7526	3727360	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8519164	6906523	81.0704	6129556	776967	88.7502	11.2498
Public - Non-Institutions	E-Voting	3566563	2741	0.0769	2716	25	99.0879	0.9121
	Poll		935503	26.2298	935503	0	100.00	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3566563	938244	26.3067	938219	25	99.9973	0.0027
Grand Total		30582927	26072687	85.2524	25295695	776992	97.0199	2.9801

- The electronic data along with all other relevant records relating to the e-Voting process were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,
Yours Faithfully,

Mrunmayee
e Mandar
Sathaye

Digitally signed by
Mrunmayee
Mandar Sathaye
Date: 2024.07.31
12:38:34 +05'30'

CS Mrunmayee Sathaye
Partner
KANJ & Co. LLP,
Company Secretaries, Pune
ACS: 51169
CP No.:19264

UDIN: A051169F000862023
Date: 31st July, 2024
Place: Pune