



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/25-26/13

May 30, 2025

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: Annual Secretarial Compliance Report for the year ended March 31, 2025

Ref.: Regulations 24A of the LODR Regulations

Dear Sir / Madam,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2025, issued by KANJ & CO LLP, Practicing Company Secretaries, Pune.

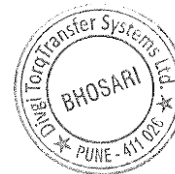
This is for your information and records.

This will also be hosted on the Company's website, www.divgi-tts.com

Thanking you,

For **Divgi TorqTransfer Systems Limited**

Hirendra Divgi
Whole-Time Director
DIN: 01634431



Enclosure: As above

ANNUAL SECRETARIAL COMPLIANCE REPORT

Secretarial Compliance Report of Divgi TorqTransfer Systems Limited for the financial year ended 31st March 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Divgi TorqTransfer Systems Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Plot no. 75, General Block MIDC, Bhosari Pune 411026. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We KANJ & Co LLP have examined:

- (a) all the documents and records made available to us and explanation provided by Divgi TorqTransfer Systems Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report

for the financial year ended 31st March 2025 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the reporting period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the reporting period)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the reporting period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary (PCS)	Management Response	Remark
Not applicable										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance report for the year ended 31 st March 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Outcome of the Board Meeting has to be communicated to the stock exchange within 30 minutes from the end of the board meeting. The same was communicated in pdf form with a delay of 4	There was a delay in reporting to NSE of 4 minutes in communicating the outcome in pdf form and a delay of 22	Disclosure to stock exchange(s) of events under 30 (6) of SEBI (LODR) Regulations, 2015	There was a delay in reporting to NSE of 4 minutes in communicating the outcome in pdf form and a delay of 22 minutes in xml form.	The delay in filing the XBRL format of the outcome of meeting was mainly due to connectivity / technical issues for which the Company sought the help of the stock	As intimated to the Company by the stock exchange this delay is not to be considered as a non-compliance.

	minutes to NSE and in xml form with a delay of 22 minutes.	minutes in xml form.			exchange(s) and the issue was resolved.	
2.	Disclosure of Proceedings of Annual General Meeting held on July 31, 2023 was made to be made within 12 hours from the closure if the AGM, however the same was made on 1st August 2023.	There was a delay in reporting the proceedings of the Annual General Meeting to the stock exchanges.	Disclosure to stock exchange(s) of events under 30 (6) read with SEBI & BSE Circular dated 13.07.2023 regarding Disclosure of material events/ information by listed entities under Regulations 30 and 30A of SEBI (LODR) Regulations, 2015.	There was a delay in reporting the proceedings of the Annual General Meeting to the stock exchanges.	The Company has rectified the inadvertent delay during the current reporting period and reported the proceedings for the AGM held in FY 2024-2025 within the prescribed time.	No query was received from the stock exchanges on the said delay hence no further action required.
3.	Shareholders were not provided with the information as required under Regulation 36 (3) of SEBI (LODR) Regulations, 2015.	The profile of the directors retiring by rotation was not provided as required under the SEBI (LODR) Regulations, 2015.	Regulation 36 (3) of SEBI (LODR) Regulations, 2015.	The profile of the directors retiring by rotation was not provided as required under the SEBI (LODR) Regulations, 2015.	Company has provided profiles of directors retiring and being reappointed during the the current reporting period.	NA

We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI. 	Yes	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	Yes	
4.	<p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entity are disqualified under Section 164 of</p>	Yes	

	Companies Act, 2013 as confirmed by the listed entity.		
5.	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	NA	The Company does not have any subsidiary as on 31st March 2025.
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p>	<p>Yes</p> <p>NA</p>	
9.	Disclosure of events or information:	Yes	

	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations – N.A.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

FOR KANJ & CO LLP
Company Secretaries

Vinayak
Sadashiv
Khanvalkar

Digitally signed by
Vinayak Sadashiv
Khanvalkar
Date: 2025.05.30
15:15:05 +05'30'

Vinayak Khanvalkar

Partner

FCS No.: 2489

CP No.: 1586

UDIN: F002489G000505926

Firm Registration No.: P2000MH005900

Date: 30/05/2025

Place: Pune