



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/25-26/11

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: Outcome of Board Meeting

Ref.: Regulations 30 and 33 of the LODR Regulations

Dear Sir / Madam,

Pursuant to Regulations 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of the Company at their meeting held on **May 30, 2025**, inter-alia have approved:

1. Financial Results

- The Audited Financial Statements for the quarter and financial year ended March 31, 2025.

In compliance with the Listing Regulations, we are enclosing herewith the said Audited Financial Results and the Auditor's Report for the quarter and financial year ended March 31, 2025.

2. Final Dividend

- Recommendation of final dividend at ₹ 2.60 per equity share of ₹ 5.00 each, for FY2024-25, subject to approval by Members at the ensuing Annual General Meeting.
- The dividend, if approved, shall be paid/dispatched to the shareholders within 30 days of its approval by the shareholders, at the ensuing Annual General Meeting.

3. Other Business

- The Internal Audit report for the financial year ended March 31, 2025.

4. Noting of Resignation of Company Secretary and Compliance Officer

- The Board has accepted and noted the resignation of Ms. Sanika Surendra Nirgude (ACS 71466) from the post of Company Secretary and Compliance Officer of the Company. Ms. Sanika Surendra Nirgude ceases to be Company Secretary & Compliance Officer of the Company effective from closing of working hours of Saturday, May 31, 2025.



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- The details as required under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated 09th September, 2015, as amended from time to time are given in Annexure A

5. Appointment of Company Secretary and Compliance Officer

- The Board has further considered and approved the recommendation of Nomination and Remuneration Committee towards the appointment of Mr. Aniket Arun Kokane, (M. No. 51571) as Company Secretary and Compliance Officer of the Company. As per the provisions of Section 203 of the Companies Act, 2013 read with relevant applicable Rules, Mr. Aniket Arun Kokane will be the Whole Time Key Managerial Personnel of the Company which shall be effective from **Sunday, June 01, 2025**.
- The detailed profile of Mr. Aniket Kokane as per the requirement of Regulation 30 of the Listing Regulations read with SEBI circular CIR/CDF/CMD/4/2015 dated 09th September, 2015 is annexed to this intimation as **Annexure B**.

The said meeting commenced at 02:00 P.M. and concluded at 05:21 P.M. on **May 30, 2025**.

Kindly take the same on your record and acknowledge receipt.

Thanking you,

For Divgi TorqTransfer Systems Limited

Hirendra Divgi
Whole-Time director
DIN: 01634431

Enclosure: As above



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Annexure A

Sr No	Requirement	Disclosure
1.	Reason for change viz., appointment, resignation, removal, death or otherwise.	Resignation as Company Secretary and Compliance Officer of the Company to pursue professional aspiration.
2.	Date of appointment / cessation (as applicable) and Term of appointment	Close of working hours of May 31, 2025
3.	Brief Profile (in case of appointment)	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable



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Annexure B

Sr No	Requirement	Disclosure
1.	Reason for change viz., appointment, resignation, removal, death or otherwise.	The Board of Directors has appointed Mr. Aniket Arun Kokane as Company Secretary and Compliance Officer of the Company pursuant to the resignation of Ms. Sanika Nirgude from the post of Company Secretary and Compliance Officer
2.	Date of appointment /cessation (as applicable) and Term of appointment	June 01, 2025
3.	Brief Profile (in case of appointment)	<p>Mr. Aniket is a qualified member of ICSI (ACS), Law Graduate (LL.B) and Business Management Graduate (BBA). Aniket Kokane is a seasoned legal and secretarial professional with over more than 7 years of post-qualification experience. His career reflects a consistent trajectory of leadership, marked by his ability to independently manage board and committee meetings, draft & vet complex legal agreements- NDA's, JVA's, TTA's, MSA's etc., MCA filings, XBRL, MAHA-RERA regulations and ensure seamless compliance with the Companies Act, SEBI regulations, and other statutory frameworks.</p> <p>He was associated with companies like TATA AutoComp Systems Limited, Menon and Menon Ltd. and Droit Solutions & Services Pvt. Ltd.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director)	Not Applicable

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REGD OFFICE: P NO 75, GENERAL BLOCK, MIDC, BHOSARI, PUNE 411026

Email ID: companysecretary@divgi-tts.com Phone No. 020 63110114 Website: www.divgi-tts.com

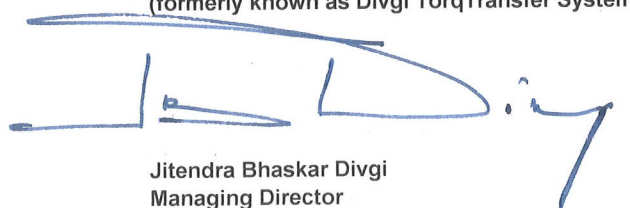
STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2025

(₹ in million, unless stated otherwise)

Sr. No	Particulars	Quarter ended			Year ended	
		31-Mar-25 Unaudited (Refer note 7)	31-Dec-24 Unaudited	31-Mar-24 Unaudited (Refer note 7)	31-Mar-25 Audited	31-Mar-24 Audited
1	Income					
	(a) Revenue from operations	582.20	525.10	650.64	2,189.17	2,534.24
	(b) Other income	58.66	49.47	50.97	212.11	195.59
	Total Income (a+b)	640.86	574.57	701.61	2,401.28	2,729.83
2	Expenses					
	(a) Cost of materials consumed	258.43	209.67	260.67	936.97	1,116.89
	(b) Changes in inventories of finished goods and work- in-progress	(24.54)	(13.88)	11.93	(56.11)	(54.81)
	(c) Employee benefit expense	63.70	62.08	64.38	251.14	241.39
	(d) Finance Cost	1.17	1.11	2.12	3.82	4.07
	(e) Depreciation and amortization expense	70.96	63.58	56.82	251.83	186.88
	(f) Other expenses	198.00	181.11	182.18	683.59	700.09
	Total expenses (a+b+c+d+e+f)	567.72	503.67	578.10	2,071.24	2,194.51
3	Profit before tax (1-2)	73.14	70.90	123.51	330.04	535.32
4	Tax expenses					
	a) Current Tax	18.87	15.60	18.63	74.86	116.25
	b) Deferred Tax	0.75	2.95	12.81	11.26	21.72
	Total tax expenses (a+b)	19.62	18.55	31.44	86.12	137.97
5	Net profit for the period / year (3-4)	53.52	52.35	92.07	243.92	397.35
6	Other comprehensive Income/ (loss) (OCI)					
	Items that will not be reclassified subsequently to statement of profit or loss					
	- Gain / (loss) on remeasurement of defined benefit plans (net of tax)	1.61	(0.57)	(0.20)	(0.11)	(0.39)
	Other comprehensive Income / (loss) for the period / year, net of tax	1.61	(0.57)	(0.20)	(0.11)	(0.39)
7	Total comprehensive Income for the period / year (5+6)	55.13	51.78	91.87	243.81	396.96
8	Paid up equity share capital (Face value of ₹ 5 each)	152.91	152.91	152.91	152.91	152.91
9	Other equity (excluding revaluation reserve)	-	-	-	5,814.81	5,650.52
10	Earnings per equity share of face value ₹ 5 each					
	(Not annualised for the quarters)					
	(a) Basic (in ₹)	1.75	1.71	3.01	7.98	12.99
	(b) Diluted (in ₹)	1.75	1.71	3.01	7.98	12.99

See accompanying notes to the financials results

For Divgi TorqTransfer Systems Limited
(formerly known as Divgi TorqTransfer Systems Private Limited)



Jitendra Bhaskar Divgi
Managing Director
DIN : 00471531



Place : Pune

Date : May 30, 2025



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NOTES TO STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2025

1. The above results were reviewed and recommended to the Board of Directors by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on May 30, 2025. The same has been audited by Statutory Auditors.

2. The above financial results of Divgi TorqTransfer Systems Limited ("the Company") have been prepared in accordance with and complied in all material aspects with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ("the act") read with relevant rules issued there under and in terms of Regulations 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended.

3. Details of utilisation of net Initial Public Offer (IPO) proceeds of INR 1,696 million*, are as follows:

Objects of the issue as per Prospectus	Amount to be utilised as per prospectus	Utilisation upto 31/03/2025	Unutilised upto 31/03/2025
Funding capital expenditure requirements for the purchase of equipments/ machineries of our manufacturing facilities	1,507.07	455.04	1,052.03
General corporate purposes*	189.55	188.34	1.21
Total	1,696.62	643.38	1,053.24

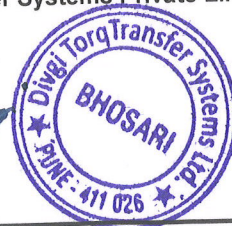
* Revision in General Corporate Purpose is on account of actual offer related expenditure being lower than estimated by INR 12.28 million

Net IPO proceeds which were un-utilised as at March 31, 2025 were temporarily invested in deposits with scheduled commercial banks and in monitoring agency account.

4. The company operates in a single reportable business segment, "Auto Components and Parts".
5. These Financial Results are also available on the stock exchange websites www.bseindia.com, www.nseindia.com and on our website www.divgi-tts.com.
6. The Board of Directors has recommended the final dividend of Rs. 2.60 per share (financial year 2023-24 Rs 2.60 per share) for the financial year 2024-25 which is subject to approval of shareholders.
7. Figures for the quarter ended March, 2025 and corresponding quarter in the previous year as reported in the financial results are balancing figures between audited figures in respect of full financial year and unaudited year to date figure upto the end of third quarter of the relevant financial year.

For Divgi TorqTransfer Systems Limited
(formerly known as Divgi TorqTransfer Systems Private Limited)

Jitendra Bhaskar Divgi
Managing Director
DIN : 00471531



Place : Pune
Date : May 30, 2025



DIVGI TORQTRANSFER SYSTEMS LIMITED

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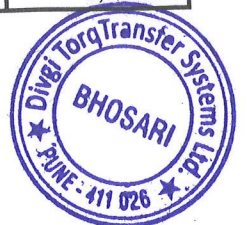
BALANCE SHEET AS AT MARCH 31, 2025

(₹ in million)

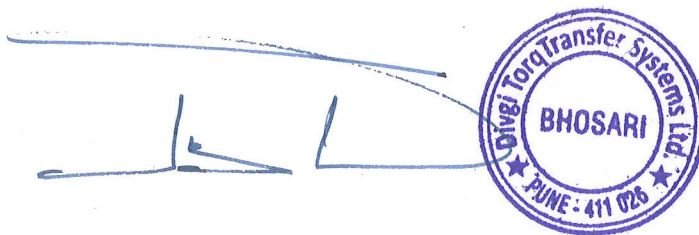
Particulars	As at March 31, 2025	As at March 31, 2024
	Audited	Audited
ASSETS		
Non-Current Assets		
Property, plant and equipment	2,434.17	2,116.71
Capital work-in-progress	15.52	254.49
Right-of-use assets	11.69	15.47
Intangible assets	108.78	138.71
Intangible assets under development	2.22	2.64
Financial Assets	0.46	0.46
Non-current investments	39.06	38.31
Other non-current financial assets	38.49	54.24
Other non-current assets		
Total Non-Current Assets	2,650.39	2,621.03
Current Assets		
Inventories	387.31	357.34
Financial Assets	554.63	630.95
i) Trade Receivables	154.36	315.74
ii) Cash And Cash Equivalents	2,693.97	2,327.32
iii) Bank Balances Other Than (ii) above	133.11	135.04
iv) Other current financial assets	30.76	26.48
Other Current Assets		
Total Current Assets	3,954.14	3,792.87
TOTAL ASSETS	6,604.53	6,413.90
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	152.91	152.91
Other Equity	5,814.81	5,650.52
Total Equity	5,967.72	5,803.43
Liabilities		
Non-Current Liabilities		
Financial Liabilities	1.41	2.70
i) Borrowings	4.41	8.43
ii) Lease Liabilities	28.64	26.67
Long Term Provisions	37.24	26.02
Deferred Tax Liabilities (Net)		
Total Non-Current Liabilities	71.70	63.82
Current Liabilities		
Financial Liabilities	0.91	0.82
i) Borrowings	4.02	3.68
ii) Loan Liabilities		
iii) Trade Payables	13.22	23.74
total outstanding dues of micro enterprises and small enterprises		
total outstanding dues of creditors other than micro enterprises and small enterprises	389.49	352.54
iv) Other Financial Liabilities	88.61	88.94
Other Current Liabilities	8.72	20.48
Provisions	18.93	21.05
Current Tax Liabilities (Net)	41.21	35.40
Total Current Liabilities	565.11	546.65
TOTAL EQUITY AND LIABILITIES	6,604.53	6,413.90



[Handwritten Signature]



<div style="text-align: center;"> DIVGI TORQTRANSFER SYSTEMS LIMITED CIN: L32201MH1964PLC013085 REGD OFFICE: P NO 75, GENERAL BLOCK, MIDC, BHOSARI, PUNE 411026 Email ID: companysecretary@divgi-tts.com Phone No. 020 63110114 Website: www.divgi-tts.com CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025 </div>			(₹ in million)
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
	Audited	Audited	
A) Cash flows from operating activities			
Profit before tax	330.04	535.32	
Adjustments for			
Depreciation and amortization expenses	251.83	186.88	
Interest Expenses	2.88	2.58	
Unwinding of discounting (lease obligations)	0.94	1.50	
Interest income	(204.06)	(190.92)	
Profit on sale of fixed assets	(0.28)	(0.29)	
Operating profit before working capital changes	381.35	535.07	
Changes in working capital :			
Trade and other receivables	71.28	144.68	
Inventories	(29.97)	(38.49)	
Trade and other payables and provisions	(1.48)	(173.39)	
Cash generated from operations	421.18	467.87	
Income taxes paid (net)	(69.05)	(143.26)	
Net cash flow generated from operating activities -Total (A)	352.13	324.61	
B) Cash flows from investing activities			
Payments for acquisition of property, plant and equipment, intangibles and capital work in progress including capital advances	(265.03)	(777.33)	
Sale of Fixed Assets	0.42	0.51	
Interest received	205.98	98.94	
Term deposit with banks, matured / (placed) (net)	(366.66)	738.57	
Net cash (used) in investment activities - Total (B)	(425.29)	60.69	
C) Cash flows from financing activities			
Net proceeds/ (expenses) from issue of equity shares	-	(3.91)	
Short Term Borrowings availed / (repaid) (net)	0.09	(0.24)	
Long Term Borrowings availed / (repaid) (net)	(1.29)	(0.55)	
Dividend paid	(79.52)	(102.45)	
Lease rentals paid	(4.62)	(7.42)	
Interest paid	(2.88)	(2.58)	
Net cash flow from/ (used) in financing activities - Total (C)	(88.22)	(117.15)	
D) Net decrease in cash and cash equivalents (A)+(B)+(C)	(161.38)	268.15	
E) Cash and cash equivalents at the beginning of the year	315.74	47.59	
F) Cash and cash equivalents at the end of the year (D)+(E)	154.36	315.74	
Reconciliation of cash and cash equivalents as per the cash flow statement			
Cash and cash equivalents as per above comprise of the following			
Balances in current accounts	154.17	315.65	
Cash on hand	0.19	0.09	
Balances per statement of cash flows	154.36	315.74	



Independent Auditors' Report on Quarterly and Year to Date Financial Results of Divgi TorqTransfer Systems Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of Divgi TorqTransfer Systems Limited

Opinion

1. We have audited the accompanying statement of quarterly and year to date financial results of Divgi TorqTransfer Systems Limited (Formerly Divgi TorqTransfer Systems Private Limited) ("the Company") for the quarter and year ended March 31, 2025 ("the Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Results:
 - (i) are presented in accordance with the requirements of the Listing Regulations in this regard; and
 - (ii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian accounting standards ("Ind AS"), and other accounting principles generally accepted in India, of the net profit and Other Comprehensive Income and Other Financial Information for the quarter and for the year ended March 31, 2025.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the "Auditors' Responsibilities for the audit of the Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Financial Results for the quarter and year ended March 31, 2025 under the provisions of the Act and the Rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibilities for the Statement

4. The Statement has been prepared on the basis of the annual audited financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these financial results that give a true and fair view of the net profit after tax and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the Act read with relevant rules issued thereunder, and other accounting principles generally accepted in India and in compliance

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India



with the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

5. In preparing the Financial Results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
6. The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditors' Responsibilities for the audit of the Financial Results

7. Our objectives are to obtain reasonable assurance about whether the Financial Results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Results.
8. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
 - Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.



- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Results, including the disclosures, and whether the Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

9. Other matter

The Statement includes the results for the quarter ended March 31, 2025, being the balancing figures between audited figures in respect of the financial year ended March 31, 2025 and the year to date figures up to the third quarter of the financial year, which were subject to limited review by us.

For **B. K. Khare & Co.**
Chartered Accountants
Firm Registration No. 105102W

A. P. Mahadik

Amit Mahadik
Partner

Membership No. 125657

UDIN: 25125657BMLXTM8498

Place: Pune

Date: May 30, 2025

