



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/25-26/47

September 17, 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: Scrutinizer's Report for the Annual General Meeting (AGM) held on September 16, 2025

Ref.: Our letter bearing no. DTTS/Sec/25-26/46 dated September 16, 2025, for submission of proceedings of the 60th AGM held on September 16, 2025.

Dear Sir / Madam,

With reference to our above-mentioned letter dated September 16, 2025, 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 Rucha Kale, 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, 2025, 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, 2025.
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 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. Appointment of M/s. Kanj & Co. LLP, a Peer Reviewed Firm of Company Secretaries, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years commencing from FY2025-26 and to fix remuneration thereon.

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**

Aniket Kokane
Company Secretary and Compliance Officer
A51571

Enclosure: As above

SCRUTINIZER'S CONSOLIDATED REPORT

To,
Chairman / Company Secretary,
Divgi TorqTransfer Systems Limited,
Plot no. 75, General Block MIDC,
Bhosari, Pune, Maharashtra
India, 411026

60nd Annual General Meeting of the Equity Shareholders of Divgi TorqTransfer Systems Limited, held on Tuesday, September 16, 2025, at 2:30 PM (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Rucha Rajendra Kale, Partner of M/s. KANJ & Co. LLP, Practising Company Secretaries, Pune was appointed as the 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 13th September, 2025 at 09:00 AM (IST) to 15th September 2025 at 5:00 PM (IST).
2. In addition, the e-voting process was conducted at the AGM held through VC/ OVAM for the below-mentioned resolutions, as per Section 109 of the Companies Act, 2013 at the Annual General Meeting of the Company.

I submit a consolidated report as under:

1. After the conclusion of the e-voting process at the Annual General Meeting held through VC/ OVAM, I first counted the votes cast by e-voting process at the AGM (venue e-voting) by unblocking the e-votes in the 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 employees of the Company.
2. A final report of both processes was generated by me by using the access and authorizations given to me by accessing the data available on the website of InstaVote, i.e. <https://instavote.linkintime.co.in/>. The final report was tabulated by me and the data regarding the final e-voting by remote e-voting and venue e-voting 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 AGM held through VC/ OVAM and the remote e-voting is as under:

ORDINARY BUSINESS:

1. Resolution No- 1 - Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with Reports of the Board of Directors and Auditors thereon.

• **Remote E-voting process:**

Voted in favour of the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
41	27325009	100%

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
0	0	0

Invalid Votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

• **E-voting at the Meeting:**

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	13	100%

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0

Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

- **Consolidated Result: Resolution passed unanimously.**

	Voted in favour	Voted against	Invalid / Abstained
Total Votes	27325022	0	0
% of Total number of valid votes	100%	0	0

2. Resolution No- 2 - Ordinary Resolution

To consider and 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, 2025.

- **Remote E-voting process:**

Voted in favour of the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
41	27325009	100%

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
0	0	0

Invalid Votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

- E-voting at the Meeting:**

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	13	100%

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0

Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

- Consolidated Result: Resolution passed unanimously.**

	Voted in favour	Voted against	Invalid / Abstained
Total Votes	27325022	0	0
% of Total number of valid votes	100%	0	0

3. Resolution No- 3 - Ordinary Resolution

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 and being eligible, offers himself for re-appointment.

- Remote E-voting process:**

Voted in favour of the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
41	27325009	100%

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
0	0	0

Invalid Votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

- E-voting at the Meeting:**

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	13	100%

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0

Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

- **Consolidated Result: Resolution passed unanimously.**

	Voted in favour	Voted against	Invalid/Abstained
Total Votes	27325022	0	0
% of Total number of valid votes	100%	0	0

4. Resolution No. 4 (Ordinary Resolution)

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.

- **Remote E-voting process:**

Voted in favour of the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
40	26891587	98.41%

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
1	433422	1.59%

Invalid Votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

- E-voting at the Meeting:**

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	13	100%

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0

Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

- **Consolidated Result: Resolution passed with requisite majority.**

	Voted in favour	Voted against	Invalid/Abstained
Total Votes	26891600	433422	0
% of Total number of valid votes	98.41%	1.59%	0

SPECIAL BUSINESS:

5. Resolution No- 5 - Special Resolution

Appointment of M/s. Kanj & Co. LLP, a Peer Reviewed Firm of Company Secretaries, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive financial years commencing from FY2025-26 and to fix remuneration thereon.

- **Remote E-voting process:**

Voted in favour of the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
41	27325009	100%

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
0	0	0

Invalid Votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

- E-voting at the Meeting:**

Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
1	13	100%

Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid vote cast
0	0	0

Invalid votes:

Total number of members present and voting (in person or by proxy)	Total number of votes cast by them
0	0

- Consolidated Result: Resolution passed unanimously.**

	Voted in favour	Voted against	Invalid/Abstained
Total Votes	27325022	0	0
% of Total number of valid votes	100%	0	0

4. The ~~Compact Disc (CD)~~ data in electronic form 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.
5. The percentage has been rounded off.

Thanking You,
Yours faithfully,

For KANJ & Co. LLP
Company Secretaries,

RUCHA
RAJENDRA
KALE

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KALE
Date: 2025.09.17
13:08:29 +05'30'

Rucha Rajendra Kale
Partner

ACS No.: 55485

COP No.: 20976

UDIN: A055485G001264902

Peer Review No.: 6309/2024

Place: Pune

Date: 17.09.2025

For Divgi TorqTransfer Systems Limited

ANIKET
ARUN
KOKANE

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Date: 2025.09.17
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Aniket Kokane
Company Secretary and Compliance Officer