Divgi TorqTransfer Systems
the Spirit of Innovation

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/26-27/50

September 19, 2026

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**

Sub: Scrutinizer's Report for the Annual General Meeting (AGM) held on September 18, 2026

Ref.: Our letter bearing no. DTTS/Sec/26-27/49 dated September 18, 2026, for submission of proceedings of the 61st AGM held on September 18, 2026.

Dear Sir / Madam,

With reference to our above-mentioned letter dated September 18, 2026, 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 Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with Reports of the Board of Directors and Auditors thereon.

2. To consider and declare Final Dividend of Rupees 3.27/- (Rupees Three and Twenty-Seven Paise Only) per equity share of face value Rupees 5 each, of the Company for the financial year ended March 31, 2026.

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 reappointment and being eligible, offers himself for re-appointment.

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 reappointment rotation in terms of Section 152 of the Companies Act, 2013 and being eligible, offers himself for reappointment

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary Resolution for the appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants and FRN 105215W/W100057, as the Statutory Auditors of the Company to hold the office from the conclusion of this ensuing 61st Annual General Meeting until the conclusion of the 66th Annual General Meeting of the Company.

B) Special Business

1. To consider payment of special incentive to Mr. Jitendra Divgi, Managing Director
2. To consider payment of special incentive to Mr. Hirendra Divgi, Executive Director

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, as amended from time to time will be submitted in due course.

Kindly take the same on your record and acknowledge.

Thanking you,

For **Divgi TorqTransfer Systems Limited**

ANIKET ARUN KOKANE
Digitally signed by ANIKET ARUN KOKANE
Date: 2026.09.19 17:21:41 +05'30'

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

61st Annual General Meeting of the Equity Shareholders of Divgi TorqTransfer Systems Limited, held on Friday, September 18, 2026, at 2:30 PM (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

I, CS Mrunmayee Sathaye, 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 15th September, 2026 at 09:00 AM (IST) to 17th 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, 2026, 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
67	2,53,01,780	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
6	272,335	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	2,55,74,115	0	0
% of Total number of valid votes	100	0	0

2. Resolution No- 2 - Ordinary Resolution

To consider and declare Final Dividend of ₹3.27/- (Rupees Three and Twenty Seven Paise Only) per equity share of face value ₹ 5 each, of the Company for the Financial Year ended March 31, 2026.

- **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
67	2,53,01,780	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
6	2,72,335	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	2,55,74,115	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. 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 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
60	2,48,40,333	98

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
7	4,61,447	2

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
6	2,72,335	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	2,51,12,668	4,61,447	0
% of Total number of valid votes	98	2	0

4. Resolution No. 4 (Ordinary Resolution)

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.

- **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
58	2,45,71,053	97

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
8	4,61,447	2

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
6	2,72,335	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	2,48,43,388	4,61,447	0
% of Total number of valid votes	98	2	0

5. Resolution No- 5 - Ordinary Resolution

To appoint of M/s. Kirtane & Pandit LLP, Chartered Accountants and FRN 105215W/W100057, as the Statutory Auditors of the Company to hold the office from the conclusion of this ensuing 61st Annual General Meeting until the conclusion of the 66th Annual General Meeting of the Company.

- **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
66	2,53,01,745	100

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
1	35	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
6	2,72,335	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	2,55,74,080	0	0
% of Total number of valid votes	100	0	0

6. **Resolution No- 6 – Special Resolution**

To approve payment of special incentive to Mr. Jitendra Divgi, Managing Director.

- **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
54	2,33,77,138	98

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
9	4,61,482	2

* 4 shareholders have abstained from voting as they are interested in the resolution. Their votes have not been considered for calculating percentages.

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
6	2,72,335	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	2,36,49,473	4,61,482	
% of Total number of valid votes	98	2	

7. Resolution No- 7 - Special Resolution

To approve payment of special incentive to Mr. Hirendra Divgi, Executive Director.

- **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
54	2,33,77,138	98

Voted against the resolution:

Number of members who voted	Number of votes cast	% of total number of valid votes cast
9	4,61,482	2

* 4 shareholders have abstained from voting as they are interested in the resolution. Their votes have not been considered for calculating percentages.

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
6	2,72,335	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	2,36,49,473	4,61,482	0
% of Total number of valid votes	98	2	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,

Mrunmayee Mandar Sathaye
Digitally signed by Mrunmayee Mandar Sathaye
Date: 2026.09.19 16:20:49 +05'30'

CS Mrunmayee Sathaye
Partner
ACS No.: 51169
COP No.: 19264
UDIN:A051169H001540679
Peer Review No.: 6309/2024

Place: Pune
Date: 19.09.2026

For Divgi TorqTransfer Systems Limited

ANIKET ARUN KOKANE
Digitally signed by ANIKET ARUN KOKANE
Date: 2026.09.19 17:25:53 +05'30'

Aniket Kokane
Company Secretary and Compliance Officer