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/26-27/29**

**August 11, 2026**

| | |
|---|---|
| To,<br>**BSE Limited,**<br>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001<br><br>**BSE Scrip Code – 543812** | To,<br>**National Stock Exchange of India Limited**,<br>"Exchange Plaza" 5th Floor,<br>Plot No. C-1, G Block,<br>Bandra Kurla Complex, Bandra (East),<br>Mumbai – 400051<br><br>**NSE Scrip Code - DIVGIITTS** |

**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 **August 11, 2026,** inter-alia have approved:

1. **Financial Results**
    - The Unaudited Financial Statements for the quarter ended June 30, 2026.

      In compliance with the Listing Regulations, we are enclosing herewith the said Unaudited Financial Results and the Auditor's Limited Review Report for the quarter ended June 30, 2026.

2. **Annual General Meeting**
    - The 61st Annual General Meeting of the Members of the Company will be held on Friday, September 18, 2026.

3. **Appointment of Scrutinizer**
    - CS Mrunmayee Sathaye (ACS No.: A51169, CP No. 19264) Partner Kanj. And Co. LLP Company Secretaries, Pune has been appointed as the Scrutinizer for the e-voting process for the ensuing Annual General Meeting under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

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4. **Record date and Cut-off date**
    - Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Board has fixed **Thursday, September 10, 2026** as the cut-off date to record entitlement of the members who are entitled to receive final dividend of ₹ 3.27/- (Rupees Three and Twenty Seven Paise only) per equity share for FY 2025-26 and to cast their vote electronically for the business to be transacted at the ensuing Annual General Meeting of the Company.

5. **Appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants as Statutory Auditors**
    - Board approved appointment of **M/s. Kirtane & Pandit LLP**, Chartered Accountants (Firm Registration No. 105215W/W100057), as the Statutory Auditors of the Company, for a term of five consecutive years, commencing from the conclusion of the 61st AGM till the conclusion of the 66th AGM, subject to the approval of the shareholders at the ensuing AGM. Due to arise in conflict of interest as a internal auditor the said firm has not continued its tenure after the end of FY2025-26 as an internal auditor. Brief profile of the Statutory Auditor is enclosed as Annexure I.

The said meeting commenced at 02:03 P.M. and concluded at 04:45 P.M. on **August 11, 2026**.

Kindly take the same on your record and acknowledge receipt.

Thanking you,

**For Divgi TorqTransfer Systems Limited**

ANIKET ARUN KOKANE

Digitally signed by ANIKET ARUN KOKANE
Date: 2026.08.11 17:42:29 +05'30'

**Aniket Kokane**
**Company Secretary and Compliance Officer**
**A51571**

*Enclosure: As above*

**Annexure I**

| Sr No | Requirement | Disclosure |
|---|---|---|
| 1. | Reason for change viz., appointment~~, resignation~~, ~~removal, death or otherwise.~~ | Appointment of Statutory Auditors |
| 2. | Date of appointment / ~~cessation~~ (as applicable) and Term of appointment | Based on the recommendation of the Audit Committee, the Board has approved the appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration No. 105215W/W100057), as the Statutory Auditors of the Company, for a term of five years, commencing from the conclusion of 61st Annual General Meeting (AGM) till the conclusion of 66th AGM, subject to the approval of Members at their ensuing 61st AGM of the Company. |
| 3. | Brief Profile (in case of appointment) | Kirtane & Pandit LLP, Chartered Accountants, is a 70+ year-old accounting, auditing, and consulting firm with a strong national presence and a trusted network of financial experts. The firm delivers comprehensive assurance, accounting, and advisory services to reputed and listed companies across diverse industries worldwide. |
| 4. | Disclosure of relationships between directors (in case of appointment of a director) | Not Applicable |

**B. K. KHARE & Co.**
CHARTERED ACCOUNTANTS

**T** + 91 22 6243 9500
**F** + 91 22 2200 3476
**E** info@bkkhareco.com
706 / 708, Sharda Chambers, New Marine Lines, Mumbai - 400 020, India

**INDEPENDENT AUDITORS' REVIEW REPORT ON QUARTERLY UNAUDITED FINANCIAL RESULTS OF DIVGI TORQTRANSFER SYSTEMS LIMITED FOR THE QUARTER ENDED JUNE 30,2026 PURSUANT TO THE REGULATIONS 33 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED**

To The Board of Directors of **Divgi TorqTransfer Systems Limited**

1. We have reviewed the accompanying Statement of unaudited Financial Results for the quarter ended June 30, 2026 (the "Statement") of Divgi TorqTransfer Systems Limited (Formerly known as Divgi TorqTransfer Systems Private Limited) (the "Company") attached herewith being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a Conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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

A·A·Mahadik
B.K. KHARE & CO. Chartered Accountants

**Amit Mahadik**
Partner
Membership No.125657
UDIN: 26125657RBNPQO8078
Place: Pune
Date: August 11,2026

**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**

**STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2026**

**(₹ in million, unless stated otherwise)**

| Sr. No | Particulars | Quarter ended | | | Year ended |
|---|---|---|---|---|---|
| | | 30-Jun-26 Unaudited | 31-Mar-26 Unaudited (Refer note 6) | 30-Jun-25 Unaudited | 31-Mar-26 Audited |
| 1 | **Income** | | | | |
| | (a) Revenue from operations | 1,371.42 | 1,076.22 | 716.76 | 3,528.88 |
| | (b) Other income | 46.22 | 61.76 | 50.94 | 222.83 |
| | **Total Income (a+b)** | **1,417.64** | **1,137.98** | **767.70** | **3,751.71** |
| 2 | **Expenses** | | | | |
| | (a) Cost of materials consumed | 536.26 | 415.45 | 306.33 | 1,448.73 |
| | (b) Changes in inventories of finished goods and work- in-progress | (4.59) | (8.94) | (21.71) | (80.76) |
| | (c) Employee benefit expense | 134.77 | 142.98 | 82.72 | 415.41 |
| | (d) Finance Cost | 0.69 | 0.84 | 0.65 | 3.10 |
| | (e) Depreciation and amortization expense | 78.20 | 75.51 | 69.44 | 292.37 |
| | (f) Other expenses | 334.80 | 310.00 | 209.48 | 1,045.37 |
| | **Total expenses (a+b+c+d+e+f)** | **1,080.13** | **935.84** | **646.91** | **3,124.22** |
| 3 | **Profit before tax (1-2)** | **337.51** | **202.14** | **120.79** | **627.49** |
| 4 | **Tax expenses** | | | | |
| | a) Current Tax | 85.76 | 64.76 | 27.39 | 159.44 |
| | b) Deferred Tax | (0.65) | (17.43) | 4.11 | (1.21) |
| | **Total tax expenses (a+b)** | **85.11** | **47.33** | **31.50** | **158.23** |
| 5 | **Net profit for the period / year (3-4)** | **252.40** | **154.81** | **89.29** | **469.26** |
| 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) | (0.72) | 3.16 | (0.03) | (2.89) |
| | **Other comprehensive Income / (loss) for the period / year, net of tax** | **(0.72)** | **3.16** | **(0.03)** | **(2.89)** |
| 7 | **Total comprehensive Income for the period / year (5+6)** | **251.68** | **157.97** | **89.26** | **466.37** |
| 8 | **Paid up equity share capital (Face value of ₹ 5 each)** | **152.91** | **152.91** | **152.91** | **152.91** |
| 9 | **Other equity (excluding revaluation reserve)** | **-** | **-** | **-** | **6,201.65** |
| 10 | **Earnings per equity share of face value ₹ 5 each** | | | | |
| | *(Not annualised for the quarters )* | | | | |
| | (a) Basic (in ₹) | 8.25 | 5.06 | 2.92 | 15.34 |
| | (b) Diluted (in ₹) | 8.25 | 5.06 | 2.92 | 15.34 |

**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 : August 11, 2026**

Divgi TorqTransfer Systems Ltd. BHOSARI PUNE - 411 026

B. K. KHARE & CO. Chartered Accountants

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## NOTES TO STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2026

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 August 11, 2026. The same has been reviewed 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 30/06/2026 | Unutilised upto 30/06/2026 |
|---|---|---|---|
| Funding capital expenditure requirements for the purchase of equipments/ machineries of our manufacturing facilities | 1,507.07 | 915.27 | 591.80 |
| General corporate purposes* | 189.55 | 189.54 | 0.01 |
| **Total** | **1,696.62** | **1,104.81** | **591.81** |

* 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 June 30, 2026 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. Figures for the quarter ended March,2026 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.

7. On June 4, 2026, Divgi Transmission Technologies and Systems Ltd. (the "Foreign Entity") was incorporated. As of June 30, 2026, the equity shares subscription agreement with the Foreign Entity had not been completed. Accordingly, the Foreign Entity has not been considered for consolidation for the period ended June 30, 2026.

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

**Jitendra Bhaskar Divgi**
**Managing Director**
**DIN : 00471531**

**Place : Pune**
**Date : August 11, 2026**

B.K. KHARE & CO. Chartered Accountants

Divgi TorqTransfer Systems Ltd. BHOSARI PUNE - 411 026