



## Divgi TorqTransfer Systems

**Divgi TorqTransfer Systems Limited**

CIN: U32201MH1964PLC013085

75, General Block, MIDC, Bhosari,

Pune 411 026, India

Tel: (+91-20) 63110100

Web: www.divgi-tts.com

**Ref.: DTTS/Sec/23-24/60**

**August 22, 2023**

To, <b>BSE Limited,</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001  <b>BSE Scrip Code – 543812</b>	To, <b>National Stock Exchange of India Limited,</b> "Exchange Plaza" 5th Floor, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051  <b>NSE Scrip Code - DIVGIITTS</b>
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### **Sub: Submission of Minutes of the 58<sup>th</sup> Annual General Meeting of the Company**

Dear Sir / Madam,

Please find enclosed herewith the Minutes of the 58<sup>th</sup> Annual General Meeting of the Company held on Monday, July 31, 2023 at 03:00 PM at the Auditorium of Auto Cluster Development and Research Institute, H Block, Plot C-181, Near D-Mart, Chinchwad, Pune – 411019.

You may please note that the Company had erroneously selected the "Submission of Minutes" tab at the time of filing the Proceedings of the 58<sup>th</sup> AGM on Tuesday, August 01, 2023 in our letter DTTS/Sec/23-24/46.

Kindly take the same on your record.

Thanking you,

**For Divgi TorqTransfer Systems Limited**

**Sanika Nirgude**  
**Company Secretary and Compliance Officer**  
**A71466**

*Enclosure: As above*

**DIVGI TORQTRANSFER SYSTEMS LIMITED**  
**Registered Office: 75, General Block, MIDC, Bhosari, Pune – 411026**

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**MINUTES OF THE 58<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DIVGI TORQTRANSFER SYSTEMS LIMITED HELD ON MONDAY, JULY 31, 2023 AT AUDITORIUM OF AUTO CLUSTER DEVELOPMENT AND RESEARCH INSTITUTE LOCATED AT H BLOCK, PLOT C-181, NEAR D-MART, CHINCHWAD, PUNE – 411019 AT 03:00 P.M (IST).**

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The Meeting commenced at 03:22 P.M. (IST).

**Directors in attendance**

No.	Name	Designation
1.	Mr. Praveen Kadle	Chairperson Non-Executive Independent Director Chairperson- Stakeholders' Relationship Committee
2.	Mr. Pradip Dubhashi	Non-Executive Independent Director Chairperson- Audit Committee Chairperson- Nomination and Remuneration Committee Chairperson- Risk Management Committee
3.	Mr. Pundalik Kudva	Non-Executive Independent Director Chairperson- Corporate Social Responsibility Committee
4.	Ms. Geeta Tolia	Non-Executive Independent Director
5.	Mr. Jitendra Divgi	Managing Director
6.	Mr. Hirendra Divgi	Whole Time Director
7.	Mr. Sanjay Divgi	Non-Executive Non-Independent Director

**Key Managerial Personnel in attendance**

No.	Name	Designation
1.	Mr. Sudhir Mirjankar	Chief Financial Officer
2.	Ms. Sanika Nirgude	Company Secretary & Compliance Officer

**Auditors in attendance**

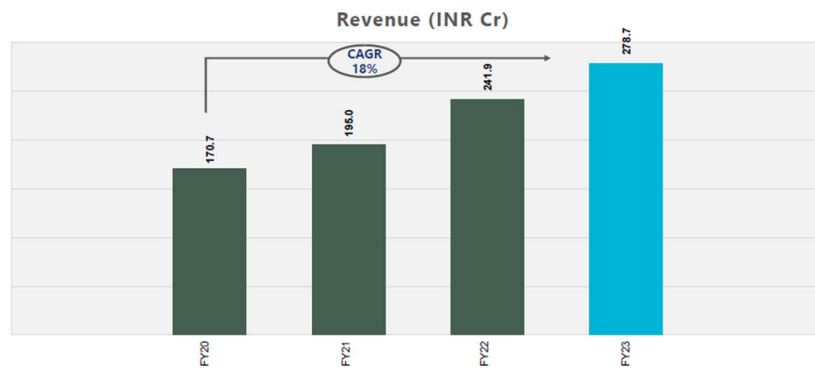
No.	Name	Description
1.	Mr. Aniruddha Joshi	Partner, B K Khare and Co., Chartered Accountants Statutory Auditors
2.	Mr. Amit Mahadik	Partner, B K Khare and Co., Chartered Accountants Statutory Auditors
3.	Mr. Vinayak Khanvalkar	Partner, KANJ & Co. LLP, Practicing Company Secretaries, Secretarial Auditors

- In accordance with the Articles of Association of the Company, Mr. Praveen Kadle, the Chairperson of the Company, chaired the Annual General Meeting.
- Ms. Sanika Nirgude, the Company Secretary of the Company, welcomed the shareholders to the Meeting.

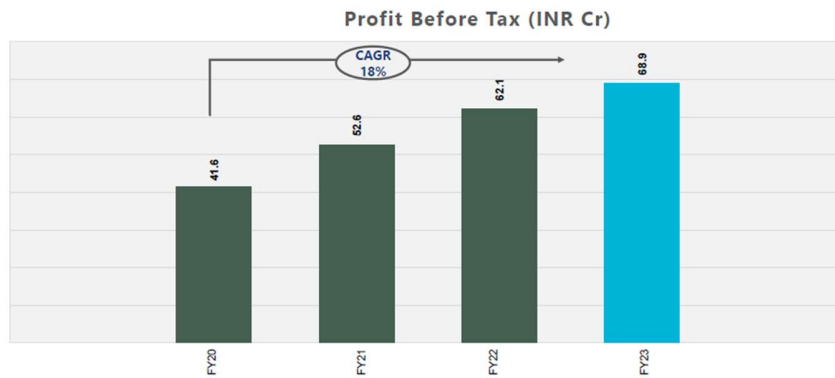
- The requisite quorum being present, the Chairperson called the meeting to order and introduced to the shareholders all the Directors and Key Managerial Personnel of the Company along with the Auditors, present at the Meeting.
- 35 Members were present personally and/or through authorized representatives at the venue of the AGM to attend the Meeting. The requisite quorum as required under Section 103 of the Companies Act, 2013 was present throughout the meeting.
- The Chairperson gave an overview of the Company and lauded the efforts of the entire Management Team for the successful run of the Company in the past decade. He added that after the separation of the Company from its former partner, BorgWarner Inc., the Company has emerged as a leading supplier of drivetrain systems in the country. He further stated that the Company has developed robust research and development systems and has reaped rich benefits as a consequence of the same which is reflected in the strong balance sheet along with the track record of dividend payments to the shareholders of the Company. He further stated that the Company, with regards to its responsibility as a good corporate citizen, has placed immense importance on ESG activities and reporting. He further stated that India is on the path to become the third largest economy in the world by 2030 and he is confident that the Company will have a significant part to play in placing India as a manufacturing hub on the global scale. He also assured the shareholders that the Company will continue to grow as a responsible corporate citizen while yielding great returns to all its stakeholders.
- The Chairperson then handed over the proceedings to Mr. Jitendra Divgi, Managing Director, who thanked all the shareholders for their presence at the 58<sup>th</sup> Annual General Meeting. He stated that the Company began a new chapter from March 14, 2023 when it got listed on the Stock Exchanges and this being the inaugural AGM following listing, it certainly is a prominent milestone for the Company. He added that governance and values are a bedrock for success of an organization and the Company has stuck to its values since 1964 which are truly alive and well to this day. He also added that as stated by C.K Prahlad, "Strategy is the process of continuous exploration to find the next basis of competitive advantage." The Company has imbibed this insight in its micro activities.
- He then presented the financial and operational performance of the Company during FY2022-23. He also asserted that during the turbulent times of the Covid-19 outbreak, the Company managed to sustain itself due to an agile and innovative approach and because of the pinnacle importance the Company places on good governance practices and human capital. He highlighted that the Company has been regularly delivering 18-20% CAGR during such a period which was presented in the following slides:

**Ref: DTTS\_AGM2023\_Minutes Annexure 02: Slide No. 04**  
**DTTS\_AGM2023\_Minutes Annexure 02: Slide No. 05**

Revenue - FY20 to FY23



Profit Before Tax - FY20 to FY23



- The Managing Director further added that the Company has its processes focused on delivering a superior financial performance for its shareholders. He also highlighted the strong cash position of the Company along with the fact that the Company is now completely debt free. In the following slide, he stated that the Company has managed a Return on Investment of about 24% on an adjusted capital invested in business activity.

Ref: DTTS\_AGM2023\_Minutes Annexure 02: Slide No. 08

Key Financial Highlights



- Significantly strengthened cash reserves from Rs 173.22 Cr to Rs 311.35 Cr, providing ample resources for business growth
- Debt-equity ratio - 0.00, indicating the potential debt mobilization capacity if needed
- Divgi-TTS achieved Adjusted ROCE - 24.85%, surpassing the average debt cost (0%)
- Divgi-TTS invested Rs 169 Cr in the five years ending FY 2022-23

- The Managing Director further updated the shareholders on the operational insights of the Company. He added that the Company's export numbers have taken a bearing due to the situation of Russia-Ukraine unrest and the increasing geopolitical tensions with China during the last 3 years however the Company has managed to stabilize itself and has set up offices in South Korea and Germany during the period. He also asserted that the Company is sitting on a healthy order book which is expected to materialize in the Q3 and Q4 of FY2024 itself.

## Ref: DTTS\_AGM2023\_Minutes Annexure 02: Slide No. 09

### Updates on business and operations



- Revenues were supported by strong performance in 4WD transfer case products
- Export business
  - Sales drop due to - program life cycle change - US, Mexico and geopolitical conflicts - Ukraine – Russia conflict, China
  - Our export business is expected to start normalizing from Q4FY24 onwards
- Manual Transmission segment expected to show healthy growth
- Our new facility at Shirwal becomes operational, with EV revenue ramp-up expected from Q2FY24
- Actively working on DCT technology development
- We are in the process of ordering equipment as envisaged in the prospectus and expect deliveries to start from Q2FY24 onwards

- The Managing Director then presented the record of dividend payments for the previous year along with the dividend proposed by the Board of Directors of the Company for the current year. He assured the shareholders that the Company shall continue to generate great returns for them in the coming years as well.

## Ref: DTTS\_AGM2023\_Minutes Annexure 02: Slide No. 11

### Proposed Dividend – Final FY23

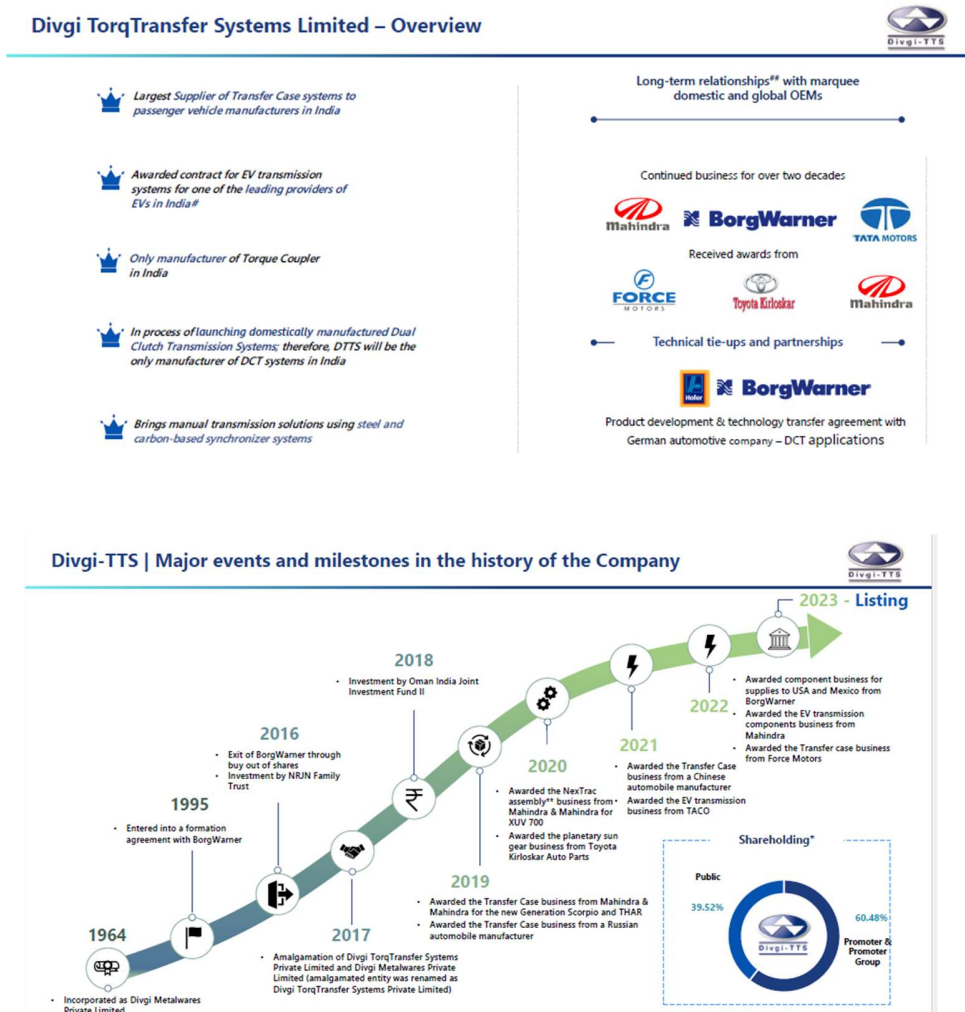


- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li><b>FY 22-23</b></li> <li>- PAT <b>Rs 51.16Cr</b></li> <li>- No of Shares <b>30,582,927</b></li> <li>- Dividend payout ratio <b>20.00%</b></li> <li>- Total Amount <b>Rs 10.25 Cr</b></li> <li>- Dividend per share <b>Rs 3.35 per share</b></li> </ul> <p><i>(67.00% of face value of Rs 5)</i></p> | <ul style="list-style-type: none"> <li><b>FY 21-22</b></li> <li>- PAT <b>Rs 46.15Cr</b></li> <li>- No of Shares <b>27,532,080</b></li> <li>- Dividend payout ratio <b>19.93%</b></li> <li>- Total Amount <b>Rs 9.22 Cr</b></li> <li>- Dividend per share <b>Rs 3.35 per share</b></li> </ul> <p><i>(67.00% of face value of Rs 5)</i></p> |
|--|---|

Particulars (Rs)	FY23	FY22	FY21	FY20	FY19
Dividend per share	3.35	3.35	30.82	26.00	62.28
<b>Perspective purpose</b> DPS at FV Rs 5 + Bonus 1:1	3.35	3.35	0.77	0.65	1.56
<b>Dividend Amount (Rs)</b>	<b>10.25 Cr</b>	<b>9.22 Cr</b>	<b>2.12 Cr</b>	<b>1.72 Cr</b>	<b>4.02 Cr</b>

- The Managing Director stated that the Company is India's only and largest 4-wheel drive transfer case maker and India's largest EV transmission maker. He further informed the shareholders about the journey of the Company during its lifetime and highlighted the remarkable milestones achieved by the Company since separating from BorgWarner Inc.

**Ref: DTTS\_AGM2023\_Minutes Annexure 02: Slide No. 14**  
**DTTS\_AGM2023\_Minutes Annexure 02: Slide No. 15**



- The Managing Director then appreciated the Board of Directors and the Management Team of the Company and stated that it is only because of motivated personnel that one can become a resilient and successful organization. He further provided an insight into the prospects that the Company is looking to explore and briefed the shareholders about the various manufacturing facilities set up by the Company and the technology deployed therein along with the applications of products of the Company.
- The Chairperson then informed that the Annual Report for the year 2022-2023 containing the financial statements, Board's Report and other reports along with notice of this meeting were already circulated to the members at their registered email address and are taken as read.

- The Chairperson apprised the shareholders that as there were no qualifications, observations or adverse comments on the financial statements or matters which had any material bearing on the functioning of the Company, reports of the statutory auditors, the secretarial auditors and the internal auditors, issued under Section 145 of Companies Act, 2013 and Secretarial Standards 2.1 issued by the Institute of Company Secretaries of India for the financial year ended March 31, 2023, are taken as read.
- The following businesses were transacted at the Meeting:

## **1. Ordinary Business (Ordinary Resolution)**

### **(i) Adoption of Accounts**

The Chairperson informed that the Ordinary Resolution for Item No. 1 of the Notice was pertaining to adoption of the Audited Financial Statements the financial year ended March 31, 2023. The following resolution, approving the financial statements for the year ended March 31, 2023 was passed by the shareholders with requisite majority:

#### **Resolution No.01/AGM/2022-23**

**"RESOLVED THAT** the financial statements of the Company for the year ended March 31, 2023 together with the Board's Report and Auditor's Report as circulated to all the members and tabled at the meeting along with its annexures, schedules etc., be and are hereby received and adopted.

**RESOLVED FURTHER THAT** any one of the Executive Directors and the Company Secretary of the Company be and are hereby severally authorized to take all steps and digitally sign and file the e- forms with the Registrar of Companies/Ministry of Corporate Affairs and do all such acts, deeds, things and matters as may be necessary to give effect to the above-mentioned resolution.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company be and is hereby authorized to certify the true copy of the aforesaid Resolutions and the same may be forwarded to any concerned authorities for necessary action."

### **(ii) Declaration of Final Dividend**

#### **Resolution No.02/AGM/2022-23**

The Chairperson informed the members present that the Company had a positive bottom line during the previous financial year and wanted to reward its shareholders for their investment. The Board of Directors in their meeting held on May 18, 2023 had recommended a dividend of ₹ 3.34 per share for FY 2022-2023 i.e. a dividend of 66% on face value of ₹5.00 per share with a dividend payout ratio of about 20% amounting to a total dividend of ₹ 10.21 crores. The following resolution, declaring the final dividend, was passed by the shareholders with requisite majority:

**"RESOLVED THAT** the approval of the Members of the Company be and is hereby granted for payment of dividend at the rate of ₹3.34 per share on 3,05,82,927 Equity shares of the Company of Rs. 5/- each, fully paid-up, for the financial year ended on March 31, 2023, as recommended by the Board of

Directors and the same be paid to all the Members whose names appear in the Register of Members on the record date i.e. Monday, July 24, 2023.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Jitendra Bhaskar Divgi, Managing Director, Mr. Sudhir Mirjankar, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable in order to give effect to this resolution."

**(iii) Reappointment of Director retiring by rotation- Mr. Jitendra Bhaskar Divgi (DIN:00471531)**

The Chairperson informed the Members that pursuant to Section 152 of the Company Act, 2013 and Rules thereunder, Mr. Jitendra Bhaskar Divgi (DIN:00471531), Managing Director of the Company, was liable to retire by rotation and based on the terms of his appointment and being eligible has sought reappointment as a Director of the Company. The following resolution, reappointing Mr. Jitendra Bhaskar Divgi as Managing Director of the Company, was passed by the shareholders with requisite majority:

**Resolution No.03/AGM/2022-23**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jitendra Bhaskar Divgi (DIN:00471531) who retires by rotation at this meeting, be and is hereby re-appointed as the Managing Director of the Company, liable to retire by rotation."

**(iv) Reappointment of Director retiring by rotation- Mr. Hirendra Bhaskar Divgi (DIN:01634431)**

The Chairperson informed to the Members that pursuant to Section 152 of the Company Act, 2013 and Rules thereunder, Mr. Hirendra Bhaskar Divgi (DIN:01634431), Whole Time Director of the Company, was liable to retire by rotation and based on the terms of his appointment and being eligible has sought reappointment as a Director of the Company. The following resolution, reappointing Mr. Hirendra Bhaskar Divgi as Whole Time Director of the Company, was passed by the shareholders with requisite majority:

**Resolution No.04/AGM/2022-23**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Hirendra Bhaskar Divgi (DIN:01634431) who retires by rotation at this meeting, be and is hereby re-appointed as the Whole Time Director of the Company, liable to retire by rotation."



## **2. Special Business (Special Resolution)**

### **(i) Approval to continue the Directorship of Mr. Pradip Vasant Dubhashi (DIN: 01445030) as Non-Executive Independent Director beyond the age of 75 years in his current tenure.**

The Chairperson informed the shareholders that Mr. Pradip Dubhashi, who is currently appointed as a Non-Executive Independent Director of the Company, will be attaining an age of 75 years this year. Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders by special majority is hereby sought to continue the Directorship of Mr. Pradip Vasant Dubhashi (DIN: 01445030) in his current tenure. He further informed that a brief profile of Mr. Pradip Dubhashi was attached to the explanatory statement annexed to the Notice convening the 58<sup>th</sup> Annual General Meeting of the Company under section 102 of Companies Act, 2013. The following resolution, approving the continuation of Directorship of Mr. Pradip Dubhashi, was passed by the shareholders with requisite majority:

#### **Resolution No.05/AGM/2022-23**

**“RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rule(s)/ Regulation(s) made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Pradip Vasant Dubhashi (DIN: 01445030), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years i.e., August 25, 2023 till the expiry of his current term i.e. till March 13, 2027 on the same terms and conditions as already approved by the Members.

**RESOLVED FURTHER THAT** any one of the Executive Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

- The Chairperson then stated that if the shareholders who were present at the meeting have questions relating to the operational and financial performance of the Company may ask the same to the Board of Directors and Management Team of the Company.
- The Chairperson informed that the Company had appointed Link Intime India Private Limited (“LI IPL”) for providing remote e-voting facility to all the members holding shares as on the Cut-Off date i.e. Monday, July 24, 2023. He further stated that the remote e-voting facility was made available to the shareholders during the period commencing from 09:00 AM on Friday, July 28, 2023, till 05:00 PM on Sunday, July 30, 2023 and the Members attending the meeting who had the right to vote but had not cast their votes through remote e-Voting may vote using the e-voting platform provided at the venue of the AGM.
- The Chairperson added that in pursuance of section 108 of Companies Act, 2013 and the applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CS Mrunmayee Sathaye, Partner, KANJ & Co. LLP, Practicing Company Secretaries, had been appointed as the

scrutinizer to scrutinize the votes cast through remote e-voting and via the e-voting facility provided at the venue of the meeting. The Scrutinizer's Report will be available within 2 working days of the conclusion of this AGM. Upon receipt of the voting results along with Scrutinizer's Report, the same shall be submitted to the Stock Exchanges and uploaded on the websites of LIPL and the Company.

- The Chairperson, thereafter, declared the closure of the 58<sup>th</sup> Annual General Meeting at 04:05 P.M. and thanked all the shareholders for their participation in the meeting.
- The e-voting facility was then kept open, for 30 minutes after the conclusion of proceedings of the Meeting, for those shareholders who had not cast their vote via remote e-voting.
- The detailed voting results of the resolutions proposed in the AGM are annexed to these Minutes as Annexure No. 01.

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**Chairperson**

**Date of entry:**

**Date of signing:**

**Place:**

**ANNEXURE NO. 01 TO THE MINUTES OF THE 58<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF DIVGI TORQTRANSFER SYSTEMS LIMITED HELD ON MONDAY, JULY 31, 2023 AT AUDITORIUM OF AUTO CLUSTER DEVELOPMENT AND RESEARCH INSTITUTE LOCATED AT H BLOCK, PLOT C-181, NEAR D-MART, CHINCHWAD, PUNE – 411019 AT 03:00 P.M (IST).**

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The Scrutinizer, CS Mrunmayee Sathaye, Partner, KANJ & Co. LLP, Practicing Company Secretaries, submitted the report containing the combined results of remote e-voting and electronic voting conducted at the venue of the AGM on Wednesday, August 02, 2023.

A summary of the said report is given hereunder:

Resolution		Title of resolution	No. of Votes				
No.	Type		For	%	Against	%	Invalid
1	Ordinary	Adoption of Accounts	27,427,156	100.00	-	-	1,155,862
2	Ordinary	Declaration of Final Dividend	27,427,156	100.00	-	-	1,155,862
3	Ordinary	Re-appointment of Director retiring by rotation- Mr. Jitendra Bhaskar Divgi (DIN: 00471531)	27,427,131	99.99	25	0.0001	1,155,862
4	Ordinary	Re-appointment of Director retiring by rotation- Mr. Hirendra Bhaskar Divgi (DIN: 01634431)	26,948,474	98.25	478,682	1.75	1,155,862
5	Special	Approval to continue the Directorship of Mr. Pradip Vasant Dubhashi (DIN: 01445030) as Non-Executive Independent Director beyond the age of 75 years in his current tenure	25,795,539	94.05	1,631,617	5.95	1,155,862



# **Divgi TorqTransfer Systems Limited (DTTS)**

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Corporate Presentation and business update for FY23 financials

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**FY 23 Financials**

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**Business & Financial Highlights**

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**Proposed Final Dividend**

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**Journey So Far & Way Forward**

5

**Board Members, Awards & Accolades**

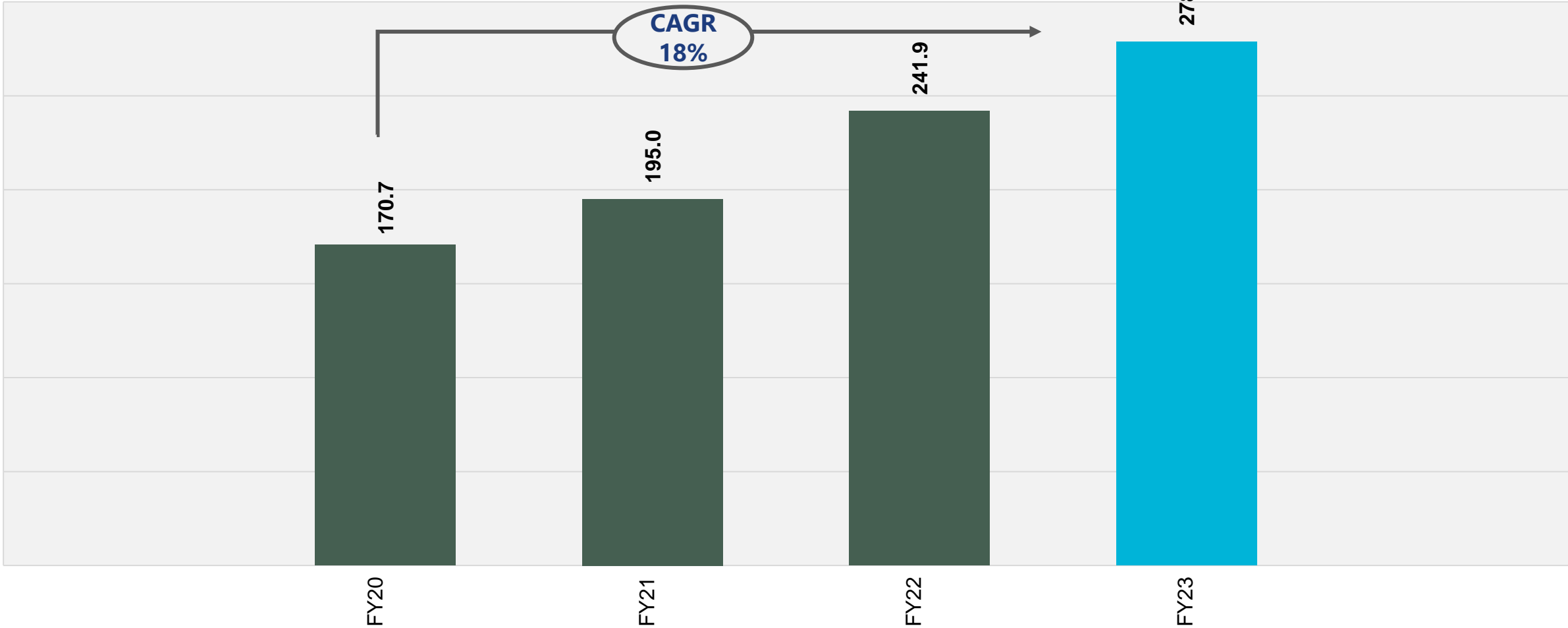
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**Updates on new state-of-the-art manufacturing facility**

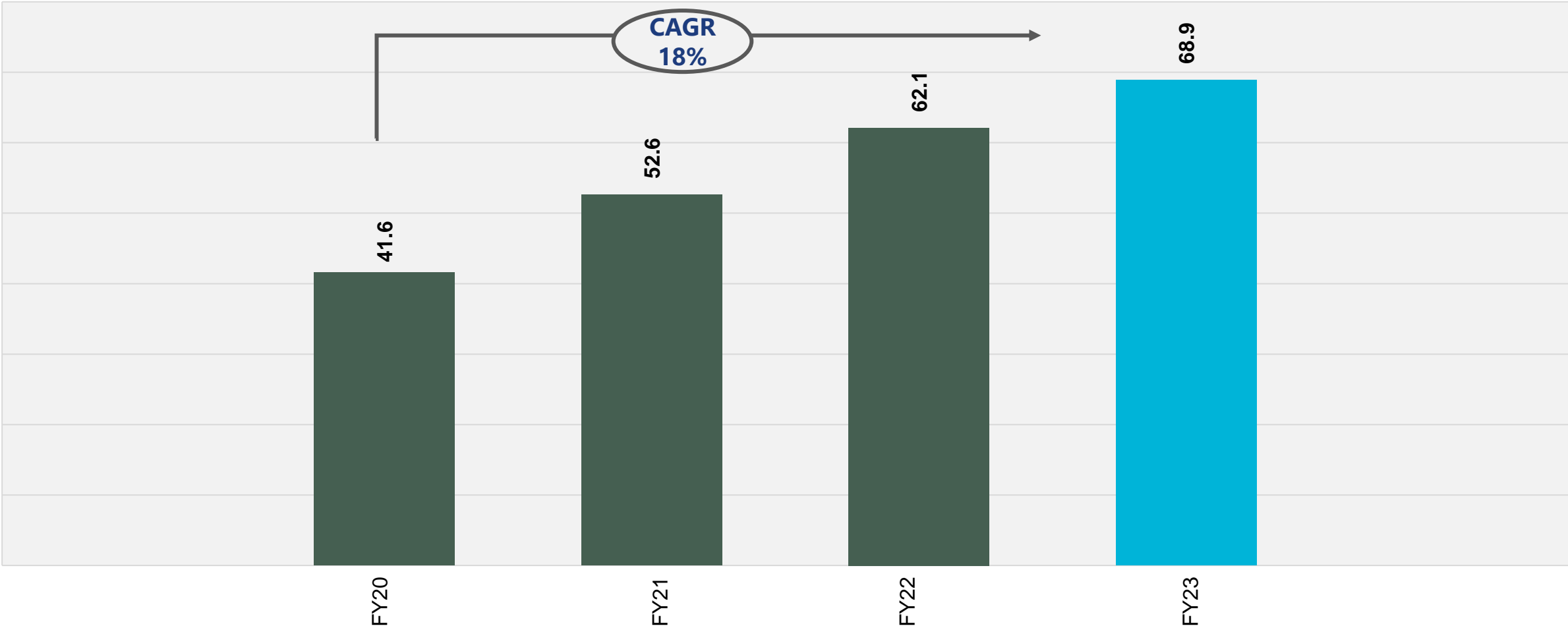
**FY23 Financials and Business developments**



## Revenue (INR Cr)



## Profit Before Tax (INR Cr)





# Balance Sheet



Particulars (₹ mn)	FY23	FY22
<b>Assets</b>		
<b>Non-current assets</b>		
Property, plant, and equipment	1,111	1,080
Capital work in progress	809	168
Right-of-use assets	25	8
Intangible assets	150	147
Financial assets		
a) Loans	0	0
b) Other financial assets	37	10
Other non-current assets	10	5
<b>Total non-current assets</b>	<b>2,141</b>	<b>1,418</b>
<b>Current assets</b>		
Inventories	319	301
Financial assets		
a) Trade receivables	732	526
b) Cash and cash equivalents	48	174
c) Bank balances other than Cash and cash equivalents	3,066	1,559
d) Other financial assets	43	34
Other current assets	71	42
<b>Total Current Assets</b>	<b>4,279</b>	<b>2,635</b>
<b>Total assets</b>	<b>6,420</b>	<b>4,054</b>

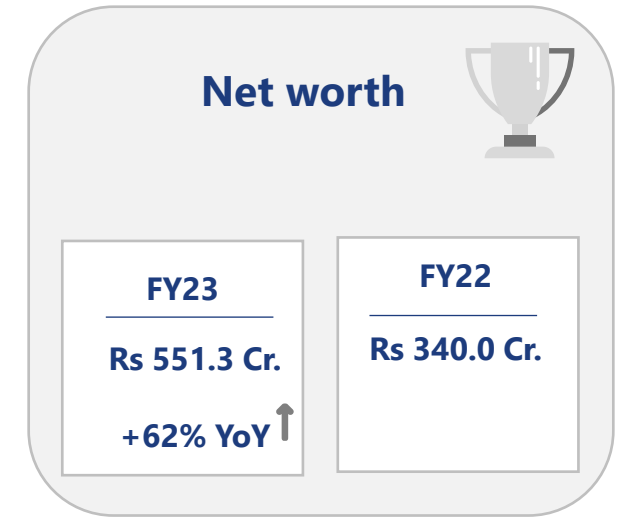
Particulars (₹ mn)	FY23	FY22
<b>Equity and liabilities</b>		
Equity share capital	153	138
Other equity	5,360	3,262
<b>Total equity</b>	<b>5,513</b>	<b>3,400</b>
<b>Non-current liabilities</b>		
Financial liabilities		
a) Borrowings	3	0
b) Lease liabilities	15	2
Provisions	33	48
Deferred tax liabilities (net)	4	5
<b>Total Non- Current Liabilities</b>	<b>55</b>	<b>55</b>
<b>Current liabilities</b>		
Financial Liabilities		
a) Borrowings	1	1
b) Trade payables	461	396
c) Lease Liabilities	6	2
d) Other financial liabilities	275	90
Other Current liabilities	23	29
Provisions	22	21
Current tax liabilities (net)	62	60
<b>Total Current liabilities</b>	<b>852</b>	<b>599</b>
<b>Total equity and liabilities</b>	<b>6,420</b>	<b>4,054</b>

# Statement of Profit and Loss



Particulars (₹ mn)	FY23	FY22
<b>Income</b>		
Revenue from operations	2,710	2,338
Other income	76	81
<b>Total income (I)</b>	<b>2,787</b>	<b>2,419</b>
<b>Expenses</b>		
Cost of raw materials and components consumed	1,104	936
Decrease/ (increase) in inventories of finished goods and work-in progress	10	1
Employee benefits expense	245	225
Finance costs	3	2
Depreciation and amortization expense	130	114
Other expenses	607	520
<b>Total expenses (II)</b>	<b>2,098</b>	<b>1,797</b>
<b>Profit before tax (III) = (I - II)</b>	<b>688</b>	<b>622</b>
<b>Tax expense</b>		
Current tax expenses	177	162
Deferred tax charge / (Credit)	(0)	(2)
<b>Total tax expense (IV)</b>	<b>177</b>	<b>160</b>
<b>Profit for the period (V) = (III - IV)</b>	<b>512</b>	<b>462</b>

# Key Financial Highlights



- Significantly strengthened cash reserves from Rs 173.22 Cr to Rs 311.35 Cr , providing ample resources for business growth
- Debt-equity ratio - 0.00, indicating the potential debt mobilization capacity if needed
- Divgi-TTS achieved Adjusted ROCE - 24.85%, surpassing the average debt cost (0%)
- Divgi-TTS invested Rs 169 Cr in the five years ending FY 2022-23

# Updates on business and operations



- Revenues were supported by strong performance in 4WD transfer case products
- Export business
  - Sales drop due to - program life cycle change - US, Mexico **and** geopolitical conflicts - Ukraine – Russia conflict, China
  - Our export business is expected to start normalizing from Q4FY24 onwards
- Manual Transmission segment expected to show healthy growth
- Our new facility at Shirwal becomes operational, with EV revenue ramp-up expected from Q2FY24
- Actively working on DCT technology development
- We are in the process of ordering equipment as envisaged in the prospectus and expect deliveries to start from Q2FY24 onwards

**Final Dividend**



- FY 22-23**

– PAT	<b>Rs 51.16Cr</b>
– No of Shares	<b>30,582,927</b>
– Dividend payout ratio	<b>20.00%</b>
– Total Amount	<b>Rs 10.25 Cr</b>
– Dividend per share	<b>Rs 3.35 per share</b>

***(67.00% of face value of Rs 5)***

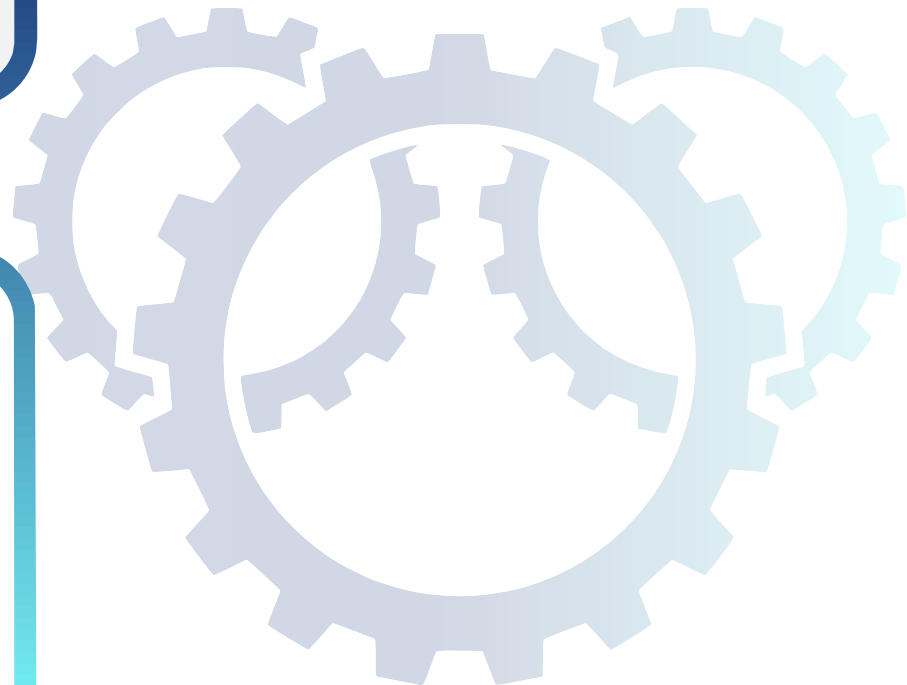
- FY 21-22**

– PAT	<b>Rs 46.15Cr</b>
– No of Shares	<b>27,532,080</b>
– Dividend payout ratio	<b>19.93%</b>
– Total Amount	<b>Rs 9.22 Cr</b>
– Dividend per share	<b>Rs 3.35 per share</b>

***(67.00% of face value of Rs 5)***

<b>Particulars (Rs)</b>	<b>FY23</b>	<b>FY22</b>	<b>FY21</b>	<b>FY20</b>	<b>FY19</b>
Dividend per share	3.35	3.35	30.82	26.00	62.28
<b>Perspective purpose</b> <i>DPS at FV Rs 5 + Bonus 1:1</i>	3.35	3.35	0.77	0.65	1.56
<b>Dividend Amount (Rs)</b>	<b>10.25 Cr</b>	<b>9.22 Cr</b>	<b>2.12 Cr</b>	<b>1.72 Cr</b>	<b>4.02 Cr</b>

## **Journey So Far & Way Forward**



*Divgi-TTS has 58+ years of Years of experience in the auto component industry#*

*Located in Pune and has 3 manufacturing plants in Maharashtra (including 1 plant under construction) and 1 plant in Karnataka*

*Divgi-TTS designs, develops, manufactures and supplies engineered, turnkey solutions and components for automotive OEMs across India, USA, China, Korea and Russia, amongst others.*

## Ability to provide and deliver system level solutions



4WD / AWD Systems



Dual Clutch Automatic Transmission



Transmissions for BEV



Manual Transmission



Synchronizer Systems



Components

Diverse capabilities enable DTTS to offer range of products to customers across passenger vehicles, utility vehicles and commercial vehicles



ICE  
(4WD/AWD)



ICE  
(Manual)



ICE  
(Automatic)





Hybrid




Battery Electric Vehicle



 *Largest Supplier of Transfer Case systems to passenger vehicle manufacturers in India*

 *Awarded contract for EV transmission systems for one of the leading providers of EVs in India#*

 *Only manufacturer of Torque Coupler in India*

 *In process of launching domestically manufactured Dual Clutch Transmission Systems; therefore, DTTS will be the only manufacturer of DCT systems in India*

 *Brings manual transmission solutions using steel and carbon-based synchronizer systems*

Long-term relationships## with marquee domestic and global OEMs

Continued business for over two decades



Received awards from



Technical tie-ups and partnerships

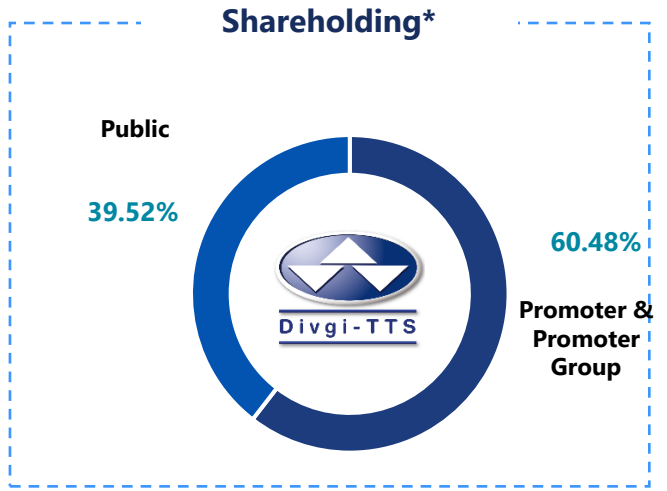
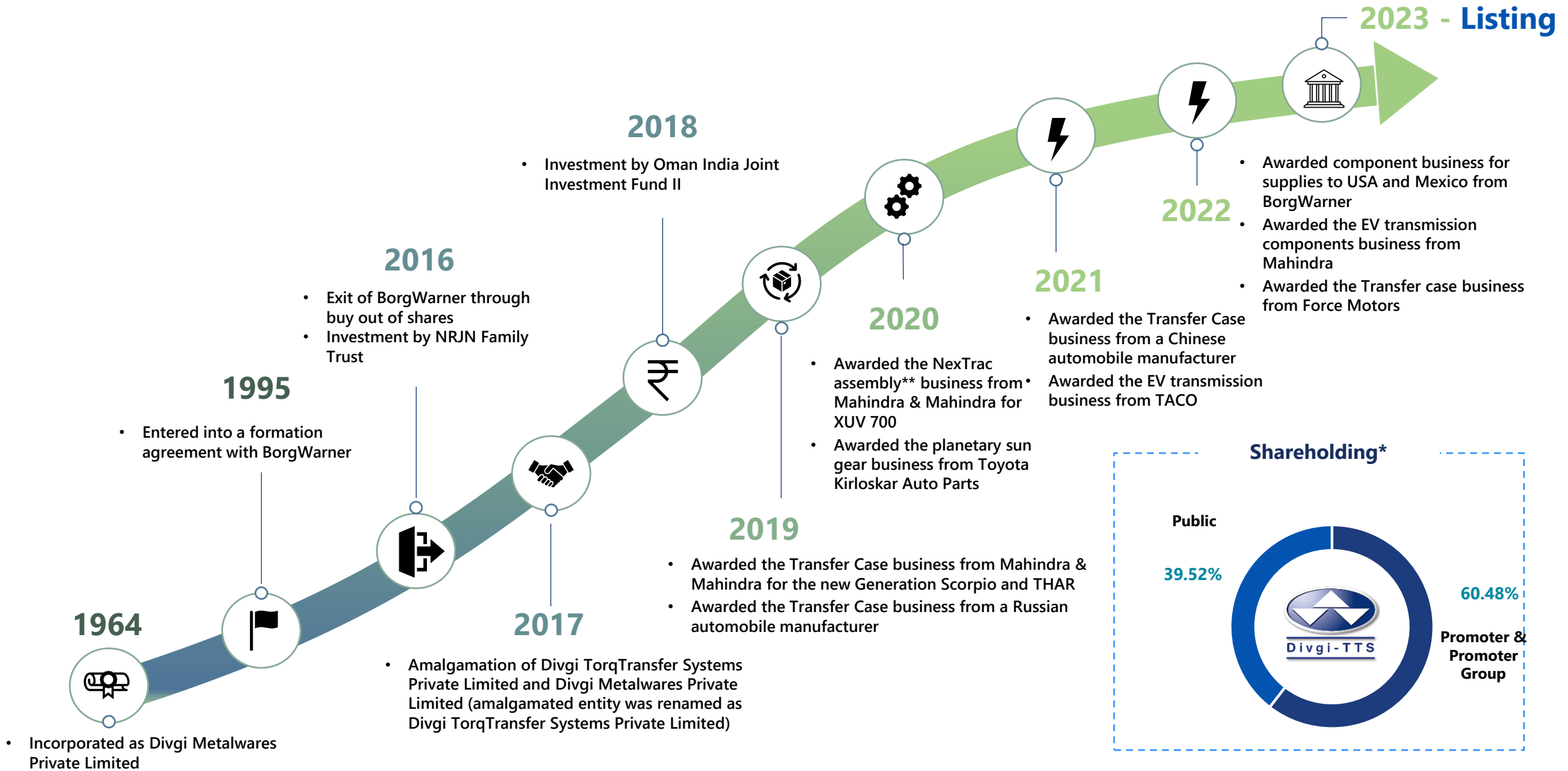


Product development & technology transfer agreement with German automotive company – DCT applications

# Divgi-TTS | Major events and milestones in the history of the Company



2023 - Listing



## Manual Transmissions & Synchronizers



- Developed manual transmissions for rear-wheel-drive applications which can be configured either in 4X2 or coupled with our transfer cases to offer 4X4 solutions
- One of the leading manufacturers of steel synchronizers and one of the first few suppliers of steel and carbon-based synchronizer systems for the Indian markets

## Torque Transfer Systems & Torque Coupler



- One of the leading players supplying Transfer Case systems in India and only player manufacturing & exporting Transfer Cases to global OEMs from India
- Only Manufacturer of Torque couplers in India

## Transmissions for Electric Vehicles



- In-house design capabilities, benchmarking some of the best industry practices

## Dual Clutch Transmission



- In the process of launching domestically manufactured DCT systems



*Engaged with leading OEMs in India, from the design and development stage to and also providing product development support*

# Experienced Board of Directors & Management Team



## **Jitendra Bhaskar Divgi** – *Managing Director*

- Served on the Board of Directors of BorgWarner, China in 2000, and was associated with BorgWarner till 2005
- Degree in Mechanical Engineering from BITS Pilani and an MSc Degree in Manufacturing from the University of Massachusetts



## **Hirendra Bhaskar Divgi** – *Whole-time Director*

- Served in various capacities such as the new product development manager and has also worked in the role of controller operations at the Company
- Bachelors' degree in Mechanical Engineering from the University of Bangalore



## **Sanjay Bhalchandra Divgi** – *Non-Executive Director*

- Served in various capacities at the Company since 1986 which included new product development and managing manufacturing operations



## **Bharat Bhalchandra Divgi** – *Non-Executive Non-Independent Director*

- Served in various capacities at the Company since 1981 including the position of Deputy Manager, finance in 1985
- Hons. Graduate in Commerce from Indian Institute of Management & Commerce, Hyderabad



## **Praveen Purushottam Kadle** – *Chairman and Independent Director*

- Has received a number of awards in recognition of his outstanding contribution to Tata Motors Limited. Was Managing Director of Tata Capital Limited in 2008 and Advisor to Tata Sons in 2018
- Bachelors' degree in Commerce, Accounting & Auditing from the University of Bombay and has qualified as a CA, CS & CMA



## **Pradip Vasant Dubhashi** – *Independent Director*

- Previously, he was associated with the Mahindra Group where he held managerial positions in its auto component subsidiary. He served as Corporate Planning Manager at M&M before being appointed as the CEO of its subsidiary in Engineering Composites
- Currently, he serves on the boards of Roop Automotive Ltd, Entuple E Mobility Pvt. Ltd and Trans Vital Pvt. Ltd as an Independent Director and Unmanned Aerial Vehicle Association (UAVA) and Microline Pvt Ltd. as Director.
- He has a degree in Electrical Engineering from COEP, Pune and a PGDBM from XLRI, Jamshedpur.



## **Pundalik Dinkar Kudva** – *Independent Director*

- Partner in P. D. Kudva & Co., specializing in advisory services, direct tax litigation, and legal representation. He was a Treasurer of Zonal Transplant Co-ordination Centre Pune which co-ordinates deceased donor organ transplant in Pune and other cities of Maharashtra
- Chartered Accountant by Profession and has been in practice for 37 years



## **Geeta Prafullachandra Tolia** – *Independent Director*

- Masters in Leadership & Strategy from London Business School in 2012 and worked as the Global CFO of Sepam Group, Ireland.
- Fellow Member of the Institute of Chartered Accountants of India, with vast experience of working and leading firms like AMBIT-RSM, KPMG and Grant Thornton India.

**Executive Directors**

**Non-Executive Directors**

# Experienced Management Team and Talented Workforce



## Balu Narayan Patil – Head - Group Operations

- Previous work experience includes years at Bajaj Auto Limited, Ognibene India Private Limited, Perciforge & Gears, Kalyani Technoforge Limited and SAM Hitech Components Private Limited
- Diploma in Mechanical Engineering from the Board of Technical Examinations, Maharashtra and a master's degree in Business Administration and PhD in Philosophy from the Open International University of Complementary Medicines and Medicina Alternativa



## Sudhir Shridhar Mirjankar – Chief Financial Officer

- Bachelors' degree in Commerce from the University of Pune and a Post Graduate Diploma in Business Administration from Symbiosis Centre for Distance Learning. Qualified as a Certified Management Accountant from the Institute of Management Accountants, United States
- Also completed the CFO program from Indian Institute of Management, Kolkata



## Gopal Krishna Dalvi – HR & Organization Development Head

- Previous work experience includes years at Keihin Fie Private Limited and Spicer India Limited
- Diploma in Mechanical Engineering from Government Polytechnic, Kolhapur and a Master's in Business Studies from University of Pune



## Sanika Nirgude – Company Secretary & Compliance Officer

- Previously, she has worked at Kanj & Co. LLP and then as the Asst. Company Secretary of the Company and played an active role in IPO of Divgi-TTS
- Bachelors' degree in Commerce from, Savitribai Phule Pune University and a certificate of membership from The Institute of Company Secretaries of India



## Dipak Annasaheb Vani – Head of Purchase & Global Supply Management

- Over 15 years of experience in production, quality, quality systems, supply chain management, purchase, global supply management and strategic sourcing in the Company
- Bachelor's Degree in Production Engineering form Shivaji University, Kolhapur



## Rakesh Rameshchandra Sharma – Head of Growth & Launch Management

- Previously worked at Divgi Warner Private Limited as a Senior Engineer from 1999 to 2002 and at Divgi Metalwares Private Limited as the COO from 2015 to 2018
- Bachelor's Degree in Mechanical Engineering from Babasaheb Ambedkar Marathwada University, Aurangabad



## Prasannakumar Bhaskarrao Deshpande – Head of Engineering

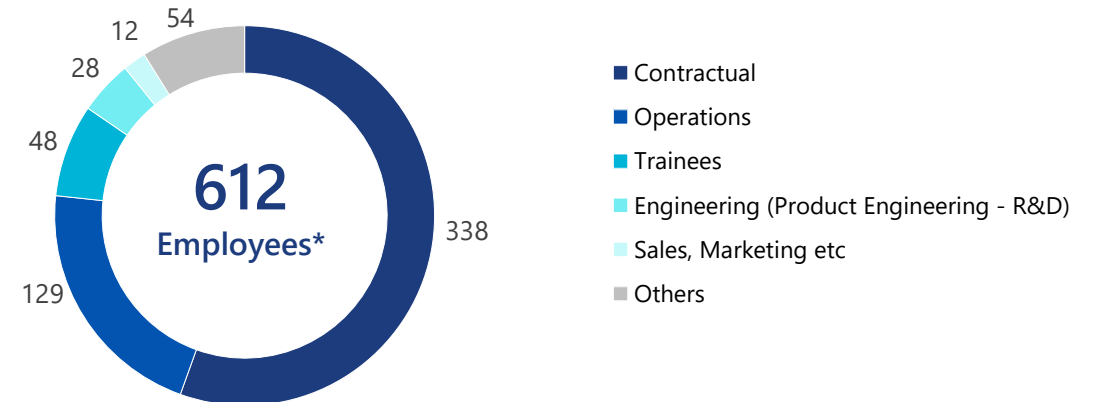
- Associated with the Company since 1997
- Bachelors' degree in Mechanical Engineering from Gulbagra University, Gulbagra



## Zubair Kachi – Head of Sales, Marketing & Business Development

- 17+ years of experience in the area of Marketing, Business Development, Purchase and Supplier Development.
- Bachelor's Degree in Industrial & Production Engineering from BVB College of Engineering & Technology, Hubli

## Workforce breakdown by function





# ...as validated by multiple awards from customers



Year		Key Recent Awards and Accreditations
2023		Toyota Quality and Delivery Award by Toyota Kirloskar Auto Parts
2022		Annual Commodity Award (Powertrain Proprietary - Automotive Division) by Mahindra Rise in recognition of superior performance
2022		Platinum Award by Confederation of Indian Industry for the Best HR Practices in Developing Future Leaders for the MSME category
2021		Supplier of the Year Award by Toyota Kirloskar Auto Parts
2021		Zero Defect Supplies Award by Toyota Kirloskar Auto Parts
2021		Outstanding Development for Gears and Synchronizers' certificate by Force Motors
2021		Special Appreciation Award by Mahindra Rise for Transfer Case for Thar
2020		Toyota Quality Award by Toyota Kirloskar Auto Parts
2020		Toyota Delivery Award by Toyota Kirloskar Auto Parts
2020		Zero Defect Supplies Award by Toyota Kirloskar Auto Parts
2019		1 <sup>st</sup> prize at the National HR Competition Circle organized by Confederation of Indian Industry
2019		Toyota's Quality Circle Competition Award by Toyota Kirloskar Suppliers Association
2018		1 <sup>st</sup> prize at the National HR Competition Circle organized by Confederation of Indian Industry
2018		Toyota Quality Award by Toyota Kirloskar Auto Parts
2017		Zero Defect Supplies Award by Toyota Kirloskar Auto Parts
2017		1 <sup>st</sup> runner up at the National HR Competition Circle organized by Confederation of Indian Industry
2015		Best Eco Kaizen Award awarded by Toyota Kirloskar Motor
2008		The BorgWarner Chairman's Operational Excellence Award by BorgWarner Production System
2008		Innovation Award for ECU development by BorgWarner*



Special Appreciation Award by Mahindra Rise for Transfer Case for Thar



Toyota Quality Award by Toyota Kirloskar Auto Parts



Zero Defect Supplies Award by Toyota Kirloskar Auto Parts



The BorgWarner Chairman's Operational Excellence Award

...as validated by multiple awards from customers



**Toyota Supplier Award CY21**



**Mahindra Annual Commodity Award CY22  
(Powertrain Proprietary - Automotive Division)**



# State-of-the-art manufacturing facility...



**Upcoming facility at Shirwal, Pune**



# ...housing modern and diverse manufacturing equipment...



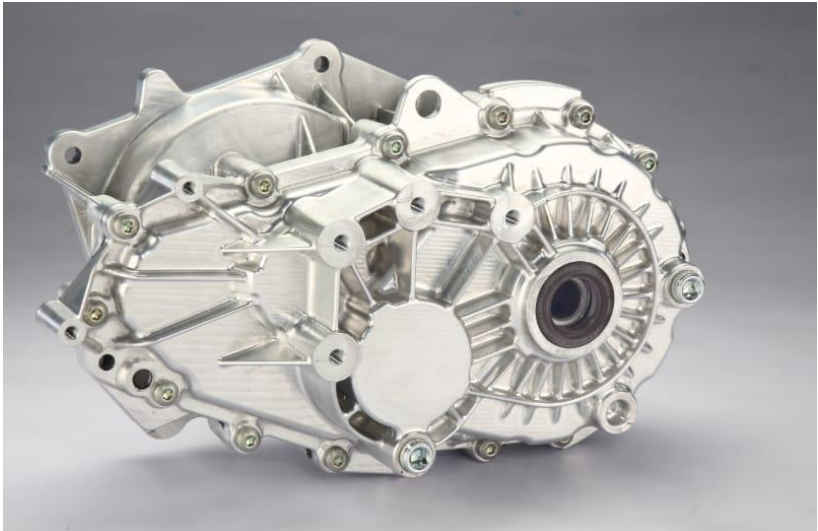


# ...and a well-equipped Assembly Line





# Divgi is the partner of choice for Tata Motors for their EV programme





# Product Leadership

Like No Other



# Product Leadership

Like No Other

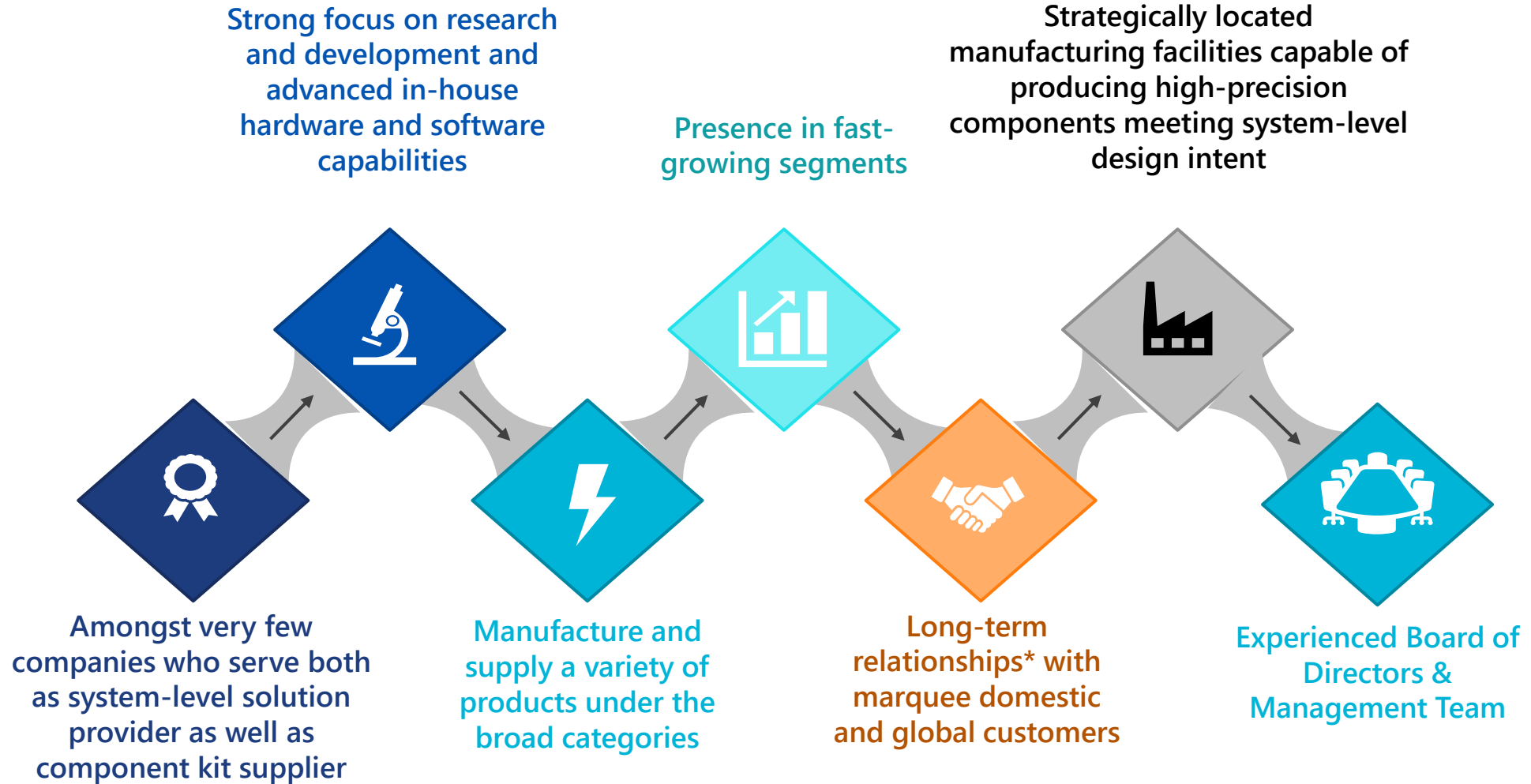


# Product Leadership

Like No Other



*Through BW*





**Thank You!**

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