



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/24-25/11

May 24, 2024

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: 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 Board of Directors of the Company at their meeting held on **May 24, 2024**, inter-alia, have approved:

1. Financial Results

- The Audited Financial Statements for the quarter and financial year ended March 31, 2024.

In compliance with the Listing Regulations, we are enclosing herewith the said Audited Financial Results and the Statutory Auditor's Report for the quarter and financial year ended March 31, 2024.

2. Final Dividend

- Recommendation of final dividend at ₹ 2.60 per equity share of ₹ 5.00 each, for FY 2023-2024, 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, 2024.



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

The said meeting commenced at 2:35 P.M. and concluded at 6:15 P.M. on **May 24, 2024**.

Kindly take the same on your record and acknowledge receipt.

Thanking you,

For Divgi TorqTransfer Systems Limited

Sanika Nirgude
Company Secretary and Compliance Officer
A71466

Enclosure: As above

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 AND YEAR ENDED 31 MARCH 2024

(₹ in million, unless stated otherwise)

Sr. No	Particulars	Quarter ended			Year ended	
		31-Mar-24 Unaudited (Refer note 7)	31-Dec-23 Unaudited	31-Mar-23 Unaudited (Refer note 7)	31-Mar-24 Audited	31-Mar-23 Audited
1	Income					
	(a) Revenue from operations	650.64	630.49	733.40	2,534.24	2,710.43
	(b) Other income	50.97	46.27	26.19	195.59	76.24
	Total Income (a+b)	701.61	676.76	759.59	2,729.83	2,786.67
2	Expenses					
	(a) Cost of materials consumed	260.67	309.85	298.55	1,116.89	1,104.00
	(b) Changes in inventories of finished goods and work- in-progress	11.93	(25.84)	12.36	(54.81)	9.89
	(c) Employee benefit expense	64.38	44.65	55.70	241.39	244.95
	(d) Finance Cost	2.12	0.52	1.18	4.07	2.82
	(e) Depreciation and amortization expense	56.82	48.42	36.68	186.88	129.85
	(f) Other expenses	182.18	172.78	174.03	700.09	606.85
	Total expenses (a+b+c+d+e+f)	578.10	550.38	578.50	2,194.51	2,098.36
3	Profit before tax (1-2)	123.51	126.38	181.09	535.32	688.31
4	Tax expenses					
	a) Current Tax	18.63	29.96	44.76	116.25	176.87
	b) Deferred Tax	12.81	2.70	1.83	21.72	(0.18)
	Total tax expenses (a+b)	31.44	32.66	46.59	137.97	176.69
5	Net profit for the period / year (3-4)	92.07	93.72	134.50	397.35	511.62
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)	(0.20)	0.05	0.45	(0.39)	(1.62)
	Other comprehensive Income / (loss) for the period/ year, net of tax	(0.20)	0.05	0.45	(0.39)	(1.62)
7	Total comprehensive Income for the period / year (5+6)	91.87	93.77	134.95	396.96	510.00
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)	-	-	-	5,650.52	5,359.92
10	Earnings per equity share of face value ₹ 5 each					
	(Not annualised for the quarters)					
	(a) Basic (in ₹)	3.01	3.06	4.75	12.99	18.45
	(b) Diluted (in ₹)	3.01	3.06	4.75	12.99	18.45

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 24, 2024



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

BALANCE SHEET AS AT MARCH 31, 2024

(₹ in million)

Particulars	As at March 31, 2024	As at March 31, 2023
	Audited	Audited
ASSETS		
Non-Current Assets		
Property, plant and equipment	2,116.71	1,110.66
Capital work-in-progress	254.49	808.54
Right-of-use assets	15.47	24.53
Intangible assets	138.71	32.06
Intangible assets under development	2.64	118.32
Financial Assets		
Non-current investments	0.46	0.46
Other non-current financial assets	38.31	37.28
Other non-current assets	54.24	9.61
Total Non-Current Assets	2,621.03	2,141.46
Current Assets		
Inventories	357.34	318.85
Financial Assets		
i) Trade Receivables	630.95	732.35
ii) Cash And Cash Equivalents	315.74	47.59
iii) Bank Balances Other Than (ii) above	2,327.32	3,065.89
iv) Other current financial assets	135.04	43.06
Other Current Assets	26.48	70.78
Total Current Assets	3,792.87	4,278.52
TOTAL ASSETS	6,413.90	6,419.98
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	152.91	152.91
Other Equity	5,650.52	5,359.92
Total Equity	5,803.43	5,512.83
Liabilities		
Non-Current Liabilities		
Financial Liabilities		
i) Borrowings	2.70	3.24
ii) Lease Liabilities	8.43	14.75
Long Term Provisions	26.67	32.87
Deferred Tax Liabilities (Net)	26.02	4.43
Total Non-Current Liabilities	63.82	55.29
Current Liabilities		
Financial Liabilities		
i) Borrowings	0.82	1.06
ii) Lease Liabilities	3.68	6.32
iii) Trade Payables		
total outstanding dues of micro enterprises and small enterprises	23.74	46.43
total outstanding dues of creditors other than micro enterprises and small enterprises	352.54	415.15
iv) Other Financial Liabilities	88.94	275.45
Other Current Liabilities	20.48	22.96
Provisions	21.05	22.07
Current Tax Liabilities (Net)	35.40	62.42
Total Current Liabilities	546.65	851.86
TOTAL EQUITY AND LIABILITIES	6,413.90	6,419.98



[Handwritten Signature]

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, 2024

(₹ in million)

Particulars	As at March 31, 2024	As at March 31, 2023
	Audited	Audited
A) Cash flows from operating activities		
Profit before tax	535.32	688.31
Adjustments for		
Depreciation and amortization expenses	186.88	129.85
Interest Expenses	2.58	0.84
Unwinding of discounting (lease obligations)	1.50	1.98
Interest income	(190.92)	(69.22)
Profit on sale of fixed assets	(0.29)	
Operating profit before working capital changes	535.07	751.76
Changes in working capital :		
Trade and other receivables	144.68	(262.36)
Inventories	(38.49)	(18.10)
Trade and other payables and provisions	(173.39)	111.09
Cash generated from operations	467.87	582.39
Income taxes paid (net)	(143.26)	(174.18)
Net cash flow generated from operating activities -Total (A)	324.61	408.21
B) Cash flows from investing activities		
Payments for acquisition of property, plant and equipment, intangibles and capital work in progress including capital advances	(777.33)	(684.31)
Sale of Fixed Assets	0.51	-
Interest received	98.94	60.15
Term deposit with banks, matured / (placed) (net)	738.57	(1,507.17)
Net cash (used) in investment activities - Total (B)	60.69	(2,131.33)
C) Cash flows from financing activities		
Net proceeds/ (expenses) from issue of equity shares	(3.91)	1,694.91
Short Term Borrowings availed / (repaid) (net)	(0.24)	0.21
Long Term Borrowings availed / (repaid) (net)	(0.55)	2.89
Dividend paid	(102.45)	(92.23)
Lease rentals paid	(7.42)	(7.76)
Interest paid	(2.58)	(0.84)
Net cash flow from/ (used) in financing activities - Total (C)	(117.15)	1,597.18
D) Net decrease in cash and cash equivalents (A)+(B)+(C)	268.15	(125.94)
E) Cash and cash equivalents at the beginning of the period / year	47.59	173.53
F) Cash and cash equivalents at the end of the period / year (D)+(E)	315.74	47.59
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	315.65	47.53
Cash on hand	0.09	0.06
Balances per statement of cash flows	315.74	47.59



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

NOTES TO STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 March 2024

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 24, 2024. 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 31/03/2024	Unutilised upto 31/03/2024
Funding capital expenditure requirements for the purchase of equipments/ machineries of our manufacturing facilities	1,507.07	257.33	1,249.74
General corporate purposes*	188.93	188.34	0.59
Total	1,696.00	445.67	1,250.33

* Revision in General Corporate Purpose is on account of actual offer related expenditure being lower than estimated by INR 11.66 million

Net IPO proceeds which were un-utilised as at March 31, 2024 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. This 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 2022-23 Rs 3.35 per share) for the financial year 2023-24 which is subject to approval of shareholders.
7. Figures for the quarter ended March,2024 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 24, 2024



Independent Auditors' Report on Quarterly and Annual 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, 2024 ("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 year ended March 31, 2024.

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, 2024 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.



Pune

T : +91 020 25648885/8446011005
+91 020 8446031006/8446031009
F +91 020 2542 0212
E bkpun@bkkhareco.com
2nd Floor, Lamech House,
814, B Wing, Law College Road,
Pune - 411 004. India

Bengaluru

T +91 80 4110 5357
E bkbengaluru@bkkhareco.com
101, Money Chambers,
1st Floor, #6 K. H. Road,
Shanthinagar,
Bengaluru - 560027, India

New Delhi

T +91 011 4905 7624
E bkkdelhi@bkkhareco.com
1405-06, 38, Ansal Tower,
Nehru Place,
New Delhi - 110 019,
India

Chennai

T + 044 4862 9299
E bkkchennai@bkkhareco.com
2nd Floor, Crown Court,
Cathedral Road,
Chennai - 600 086,
India

Management's Responsibilities for the Statement

4. These financial results have 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 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 skepticism throughout the audit. We also:
 - i) 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 control.
 - ii) Obtain an understanding of internal controls 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.

- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- iv) 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.
- v) Evaluate the overall presentation, structure and contents 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 controls 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.

Other Matter

9. The financial results include the results for the quarter ended March 31, 2024 being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us, as required under the Listing Regulations.

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



Aniruddha Joshi
Partner

Membership No. 040852

UDIN: 24040852BKCC EE5896

Place: Pune

Date: May 24, 2024

