

DIFFUSION ENGINEERS LIMITED

(CIN: L99999MH2000PLC124154)

Registered Office: T-5 & 6, MIDC, Hingana, Nagpur, Maharashtra, India, 440016

Mobile No.: 9158317943

E-mail - cs@diffusionengineers.com Website - www.diffusionengineers.com

Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra - Kurla Complex
Bandra (E), Mumbai – 400 051

Scrip Code: 544264 Scrip Symbol: DIFFNKG
ISIN: INE184001015

Subject.: Intimation of the Scrutinizer report pursuant to Regulation 30 & 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Ma'am,

In furtherance to our letter dated February 7, 2025 and March 04, 2025 regarding notice of postal ballot ("**Notice**") seeking the approval of the shareholders of Diffusion Engineers Limited ("**Company**"), please find enclosed the scrutinizer report dated April 04, 2025.

We hereby inform that shareholders of the Company have duly passed the special resolution for the item as set out in the Notice approving the following:

- Re-Appointment of Mr. Prashant Garg (DIN: 00049106) as the Chairman and Managing Director of the Company

Further details of the voting results pursuant to Regulation 44 of the SEBI Listing Regulations is also enclosed .

The voting results along with the scrutinizer's report is also available on the website of the Company i.e. www.diffusionengineers.com and on the website of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com

For DIFFUSION ENGINEERS LIMITED

Chanchal Jaiswal
Company Secretary & Compliance Officer
(Membership no. A67136)

Place: Nagpur

Date: April 05, 2025

Enclosed as above



Amit K. Rajkotiya

M. Com., L.L.B., DFM, FCS
Practising Company Secretary

1st Floor, Swapnil Swarnadi Apartments, Plot No. 363,
M.A.K. Azad Road, Gandhi Nagar, Nagpur-440010
E-mail : rajkotiya@cs@gmail.com Cell : 98231 22521, (O) 2545670

Scrutinizer's Report

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22
of
The Companies (Management and Administration) Rules, 2014, as amended]**

To,
The Chairman
DIFFUSION ENGINEERS LIMITED
T-5 & 6, MIDC, Hingana,
Nagpur - 440016

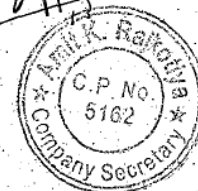
Date: 04.04.2025

**Scrutinizer's Report on postal ballot voting by way of remote e-voting by electronic means
in respect of passing of the resolution set-out in the notice dated 04th March 2025
("Notice") through Postal Ballot**

Dear Sir,

I, Amit K. Rajkotiya, Practising Company Secretary, (C.P. No. 5162) having office at 1st Floor, Swapnil Swarnadi Apartments, Plot No. 363, M.A.K. Azad Road, Gandhi Nagar, Nagpur-440010, have been appointed as Scrutinizer by the Board of Directors at its Board meeting held on 7th February 2025 of Diffusion Engineers Limited ("**the Company**") having its registered office at T-5 & 6, MIDC, Hingana, Nagpur, 440016 for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolution contained in the postal ballot notice dated 04th March 2025 ("**Notice**") issued in accordance with General Circular No. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 22/2020 dated June 15, 2020, General Circular no.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021, General Circular no. 20/2021 dated December 08, 2021, General Circular no. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "**MCA Circulars**").

1. The said appointment as Scrutinizer is under the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**") and as notice dated 04th March 2025 along with explanatory statement under section 102 of the Act were mailed to shareholders whose names appeared on the register of members of the company as on the cut off date i.e 21st February, 2025 who were entitled to vote on the resolution and as the Scrutinizer, I have to scrutinize and reviewed the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.



2. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. Scrutinizer's Responsibility

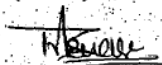
My responsibility as a scrutinizer for remote e-voting through postal ballot is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited ("CDSL") and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 5 p.m. on 03rd April 2025.

4. Cut-off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Friday, February 21st, 2025 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

5. Remote e-voting process

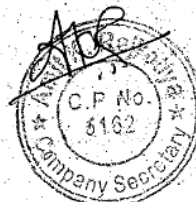
- i. The remote e-voting period remained open from Wednesday, March 05, 2025 (9.00 a.m. IST) and ended on Thursday, April 03, 2025 (5.00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Thursday, April 03, 2025 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Ms. Bhagyashri Neware and Mr. Ajay Rana, who are not in the employment of the Company and / or Central Depository Services (India) Limited ("CDSL"). They have signed below in confirmation of the same.



Ms. Bhagyashri Neware



Mr. Ajay Rana




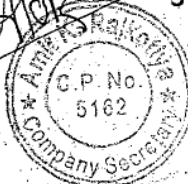
iii. Thereafter, the details containing, *inter alia*, the list of Members who voted "infavour" or "against" on the resolution were generated from the remote e-voting website of Central Depository Services (India) Limited ("CDSL"), i.e., <https://www.evotingindia.com>. Based on the report generated by Central Depository Services (India) Limited and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

6. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by Central Depository Services (India) Limited on test-check basis, and relied upon by me as under:

1. SPECIAL RESOLUTION - Re-Appointment of Mr. Prashant Garg (DIN: 00049106) as the Chairman and Managing Director of the Company

Description of resolution considered				RE-APPOINTMENT OF MR. PRASHANT GARG (DIN: 00049106) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes cast by them	% of Votes casted on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour of votes casted	% of Votes against on votes casted
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26086970	26021422					
	Poll							
	Postal Ballot (if applicable)			99.7487	26021422	0	100.0000	0.0000
	Total	26086970	26021422	99.7487	26021422	0	100.0000	0.0000
Public-Institutions	E-Voting	3232944	3205213					
	Poll							
	Postal Ballot (if applicable)			99.1422	3205213	0	100.0000	0.0000
	Total	3232944	3205213	99.1422	3205213	0	100.0000	0.0000
Public-Non Institutions	E-Voting	8106345	709156					
	Poll							
	Postal Ballot (if applicable)			8.7482	709047	109	99.9846	0.0154

3

	Total	8106345	709156	8.7482	709047	109	99.9846	0.0154
Total	Total	37426259	29935791	79.9861	29935682	109	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	

Votes in favour of the resolution:

Number of members voted	Number of votes	% of total number of valid votes
128	29935682	99.9996

Votes against the resolution:

Number of members voted	Number of votes	% of total number of valid votes
03	109	0.0004

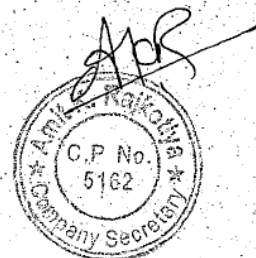
Invalid / Abstain voters:

Total number of members whose votes were declared invalid.
0

Details of Invalid Votes:

Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public Non – Institutions	0

7. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Ms. Chanchal Jaiswal, Company Secretary & Compliance Officer of Diffusion Engineers Limited, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.



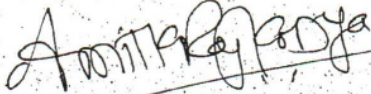
8.

- a. This report is issued in accordance with the terms of the Engagement Letter.
- b. I have conducted my examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Company Secretary of India (ICSI).

Restriction on Use

9. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of Central Depository Services (India) Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,
Yours faithfully,


CS Amit K. Rajkotiya
Practicing Company Secretaries
Membership No: FCS 5561
CP No: 5162
PR No.:2272/2022



Place: Nagpur
Dated: 04th April, 2025
UDIN: F005561G000032381

Counter signed by



Charchal Jaiswal
Company Secretary and
Compliance officer
Diffusion Engineers limited

General information about company	
Scrip code	544264
NSE Symbol	DIFFNKG
MSEI Symbol	NOTLISTED
ISIN	INE184O01015
Name of the company	DIFFUSION ENGINEERS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	03-04-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Amit K Rajkotiya
Firms Name	NA
Qualification	CS
Membership Number	5561
Date of Board Meeting in which appointed	07-02-2025
Date of Issuance of Report to the company	04-04-2025

Voting results	
Record date	21-02-2025
Total number of shareholders on record date	24191
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1

Resolution (1)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				RE-APPOINTMENT OF MR. PRASHANT GARG (DIN: 00049106) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26086970	26021422	99.7487	26021422	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	26086970	26021422	99.7487	26021422	0	100.0000	0.0000
Public- Institutions	E-Voting	3232944	3205213	99.1422	3205213	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3232944	3205213	99.1422	3205213	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8106345	709156	8.7482	709047	109	99.9846	0.0154
	Poll							
	Postal Ballot (if applicable)							
	Total	8106345	709156	8.7482	709047	109	99.9846	0.0154
Total		37426259	29935791	79.9861	29935682	109	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0