



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.: Proceedings of 43rd Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Regulations), please find enclosed herewith proceedings of 43rd Annual General Meeting of the Company held on Tuesday, July 22, 2025 at 02:00 P.M.(IST) through Video Conferencing (VC) & Other Audio Visual Means (OAVM) as 'Annexure – I'.

Further, the details as required in accordance with the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 is enclosed as 'Annexure – II'.

You are requested to take the same on your records.

Thanking You

For DIFFUSION ENGINEERS LIMITED

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

Place: Nagpur
Date: July 22, 2025

Enclosed as above



DIFFUSION ENGINEERS LIMITED

Regd. Office : T-5 & 6, M.I.D.C., Hingna Industrial Area, **Nagpur** - 440 016, Maharashtra, INDIA

[t] 091-7104-232890, 234727, 236772, CIN : L99999MH2000PLC124154

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Annexure – I

BRIEF PROCEEDINGS OF THE 43RD ANNUAL GENERAL MEETING OF THE COMPANY

A. Date, Time and venue of the Annual General meeting:

The 43rd Annual General Meeting (“AGM”) of Diffusion Engineers Limited was held on Tuesday, July 22, 2025, through two-way Video Conference (VC) /Other Audio-Visual Means (OAVM) in accordance with the General Circulars issued by the Ministry of Corporate Affairs (‘MCA’) and circulars issued by the Securities and Exchange Board of India (‘SEBI’) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The meeting commenced at 02:00 PM. The deemed venue for the 43rd AGM was the Registered office of the Company situated at “ T-5/6, MIDC, Hingna, Industrial Area, Nagpur 440016”.

B. Proceedings in brief:

- The meeting commenced at 02:00 P.M with a welcome address by Ms. Chanchal Jaiswal, Company Secretary and Compliance Officer of the Company.
- Ms. Chanchal Jaiswal, Company Secretary and Compliance Officer informed the members that the Company had taken all feasible efforts under the current circumstances to enable members to participate through video conference and vote at the AGM.
- Mr. Prashant Garg, Chairman and Managing Director of the Company, chaired the proceedings of the meeting.
- He then introduced each of the Directors & KMPs of the Company who attended the AGM. He confirmed the presence of the Directors & KMPs including
 1. Ms Chitra Garg, Non- Executive Director
 2. Mr Nitin Garg, Non- Executive Director
 3. Mr Anil Kumar Trigunayat, Independent Director
 4. Mr Sherry Samuel Oommen, Independent Director & Chairman of Audit and Stakeholders Relationship Committee
 5. Ms Deepali Sameer Bendre Independent Director & Chairperson of Nomination and Remuneration Committee and Corporate Social Responsibility Committee
 6. Mr Ramesh Kumar N, Chief Executive Officer
 7. Mr. Abhishek Mehta, Chief Financial Officer
 8. Ms. Chanchal Jaiswal, Company Secretary and Compliance Officer



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- He also confirmed the presence of
 1. Mr. Premal Gandhi from PGS & Associates, Chartered Accountants, Statutory Auditors of the Company
 2. Mr. Madhav Kawde, Secretarial Auditor of the Company
 3. Mr. Ritesh Mehta from Chitaley Mehta & Associates, Chartered Accountants Internal Auditors of the Company.
 4. Mr. Anil Verma, from M/s A. B. Verma & Co., Cost Accountants, Cost Auditor of Company
- As per the record of attendance, 64 members attended the meeting through VC who were present throughout the meeting. The requisite quorum being present through Video Conference, the Chairman called the meeting to order and authorized Ms. Chanchal Jaiswal to give general instructions to the members.
- Ms. Chanchal Jaiswal, Company Secretary and Compliance Officer informed that the Meeting was held through VC/OAVM in compliance with various circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.
- She, inter alia, informed the members that the documents which are statutorily required to be kept open were available electronically for inspection by the members during the AGM.
- She further informed that the Company had received 7 requests from members to register them as speakers at the AGM well in advance.
- Thereafter, the Chairman addressed the members through his speech and apprised on the vision and future growth of the Company and touched upon the performance of the Company during the Financial Year 2024-25.
- After the Chairman's address to the members, he authorized Ms. Chanchal Jaiswal, Company Secretary and Compliance Officer to continue with the proceedings further.
- Thereafter, the Notice of the 43rd AGM dated June 30, 2025 and the Report of Statutory Auditor and Secretarial Auditor were taken as read with the permission of the Members present as they did not contain any qualification, observation or comment.



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- The following items of business as set out in the Notice convening the 43rd Annual General Meeting were commended for member's consideration and approval:

Ordinary Business:

1. To receive, consider and adopt: a) the audited standalone financial statements of the Company for the financial year 2024-25 including Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors' thereon; and b) the audited consolidated financial statements of the Company for the financial year 2024-25 including Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Report of the Auditors' thereon.
2. To declare final dividend of Rs. 1.50/- (One Rupees Fifty Paise Only) per share on equity shares for the financial year ended 31st March 2025.
3. To appoint a director in place of Mr. Nitin Garg (DIN: 08558736), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

- 4 Ratification of Remuneration payable to Cost Auditor for Financial Year 2025-26
5. Appointment of Mr. Madhav Kawde, Practising Company Secretary as Secretarial Auditor and fix their remuneration

The Company Secretary, thereafter, requested the members to ask their questions/express their views. A total of 3 out of 7 speaker shareholders spoke/raised queries/made comments on the financial performance and other relevant matters of the Company.

The Company Secretary thanked all the members for their participation at the 43rd AGM and for their constructive suggestions, observations and questions.

Thereafter, Mr. Prashant Garg, Chairman and Managing Director of the Company answered/responded/clarified on all the questions/comments of the members registered as speakers asked by them in AGM.

The Company Secretary then thanked the Directors and Shareholders and thereafter apprised the members that the e-voting platform will continue to be available for 30 minutes post conclusion of the AGM.

The Chairman informed the members that the results of e-voting shall be disseminated to the stock exchanges and be also uploaded on the website of the Company within 48 hours from the conclusion of the AGM.



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The Chairman then declared the proceedings of 43rd Annual General Meeting as concluded.

C. Voting by members:

- The remote e-voting period which had commenced on Saturday, July 19, 2025 at 09.00 AM ended on Monday, July 21, 2025 at 5.00 PM.
- The Company had provided a facility to the members to cast their votes electronically, on all resolutions set forth in the Notice convening the 43rd AGM of the Company
- The Board of Directors of the Company at their meeting held on June 24, 2025 had appointed, CS Amit K. Rajkotiya, Practicing Company Secretary (FCS No. 5561, CP No. 5162) as the Scrutinizer for scrutiny of the votes cast through the remote e-voting platform and through evoting system of CDSL at the AGM.
- Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, through e- voting system of CDSL during the AGM.

The Chairman authorized Ms. Chanchal Jaiswal to declare results within two working days of the conclusion of AGM. He thanked all for their participation in the 43rd AGM and declared proceedings as closed.

The meeting was attended by 64 members throughout the meeting.

The meeting commenced at 02.00 PM. and concluded at 03:40 PM after being open for 30 minutes for e-voting.

Thanking You,

For DIFFUSION ENGINEERS LIMITED

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

Place: Nagpur

Date: July 22, 2025



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Annexure - II

Details as required in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024

Date of the meeting	July 22, 2025 (Tuesday)
Brief details of items deliberated and results thereof	The results of remote e-Voting and e-Voting during the 43 rd Annual General Meeting ("43 rd AGM"), on the resolutions as set out at Item No. 1 to 5 of the Notice of the 43 rd AGM, will be submitted with the stock exchanges separately, in the format prescribed under Regulation 44 of the Listing Regulations.
Manner of approval proposed for certain items	The Company had provided remote e-Voting facility to the members to exercise their votes electronically from July 19, 2025 (9:00 A.M. IST) to July 21, 2025 (5:00 P.M. IST) on the resolutions as set out at Item No. 1 to 5 of the Notice of the 43 rd AGM. Members, who participated at the 43 rd AGM through VC/ OAVM facility and had not cast their votes on the Resolution(s) using remote e-Voting, and who were otherwise eligible, were provided facility to e-Vote on the CDSL portal during the 43 rd AGM.



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