



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 Voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") along with Scrutiniser's Report for the 43rd Annual General Meeting of Diffusion Engineers Limited.

Dear Sir/Ma'am,

With reference to above, please find enclosed herewith, Voting Results of the 43rd Annual General Meeting of Diffusion Engineers Limited held on Tuesday, July 22, 2025 through Video conferencing/ Other Audio-Visual Means ("VC/OAVM") along with Scrutiniser's Report dated July 24, 2025.

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

This is for your information and records.

For DIFFUSION ENGINEERS LIMITED

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

Place: Nagpur

Date: July 24, 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

[e] info@diffusionengineers.com, [w] www.diffusionengineers.com GSTIN : 27AAACD8008L1ZK



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 : rajkotiyaacs@gmail.com Cell : 98231 22521, (O) 254-670

Scrutinizer's Report

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
DIFFUSION ENGINEERS LIMITED,
T-5 & 6, MIDC, Hingana,
Nagpur-440 016.

Ref: 43rd Annual General Meeting of DIFFUSION ENGINEERS LIMITED held on Tuesday, 22nd July, 2025 at 02:00 P.M through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility.

Dear Sir,

I, Amit K. Rajkotiya, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Diffusion Engineers Limited ('Board') pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process (conducted before the Annual General Meeting as well as during the Annual General Meeting) in respect of the below mentioned ordinary/special resolutions proposed at the **43rd Annual General Meeting ('AGM')** of Diffusion Engineers Limited ('the Company') held on **Tuesday, July 22, 2025 at 02:00 p.m. (IST) through VC/OAVM.**

The notice dated **June 30, 2025**, convening the AGM along with the Annual Report for the financial year ended 31st March 2025 ("Annual Report for the financial year 2024-25"), as confirmed by the Company, was sent to the shareholders of the Company in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depository Participant/Depositories in compliance with the Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 14/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 8th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December 2022, 25th September 2023 and 19th September 2024, respectively and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, to conduct AGM through VC/ OAVM facility in accordance with the requirements provided in paragraph 3 and paragraph 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/ HO/CFD/CFD-PoD-



2/P/CIR/2024/133 dated 3rd October 2024 has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM was provided by CDSL.

The voting period for remote e-voting prior to the AGM **commenced on Saturday, July 19, 2025 at 09:00 a.m. (IST) and ended on Monday, July 21, 2025 at 05:00 p.m. (IST)** and the e-voting module - was disabled by CDSL for voting thereafter.

The Company had also provided remote e-voting facility during the AGM to those shareholders who were present at the AGM through VC/OAVM and who had not cast their vote(s) earlier through remote e-voting.

The shareholders of the Company holding shares **as on the "cut-off" date of Thursday, July 10, 2025** were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted. **The votes were unblocked on 22nd July, 2025 around 03.42 P.M.** in the presence of two witnesses, Mr. Ajay Rana and Mr. Vijendra Nadar, 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.



Mr. Ajay Rana



Mr. Vijendra Nadar

I have scrutinized and reviewed the remote e-voting process prior to and during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions through remote e-voting system.

I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. **Thursday, July 10, 2025** and as per the Register of Members / Register of Beneficial Owners of the Company.




I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

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.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted in favour of Resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	55	29188248	100%
E-voting at AGM	16	4830	100%
Total	71	29193078	100%

(ii) Voted against the resolution:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted against the resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	Nil	Nil	Nil
E-voting at AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid votes:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
E-voting at AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil



Resolution 2: Ordinary Resolution

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.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted in favour of Resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	54	29187948	100%
E-voting at AGM	16	4830	100%
Total	70	29192778	100%

(ii) Voted against of the resolution:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted against the Resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	1	300	0
E-voting at AGM	Nil	Nil	Nil
Total	1	300	0

(iii) Invalid votes:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
E-voting at AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

Resolution 3: Ordinary Resolution

To appoint a director in place of Mr. Nitin Garg (DIN: 08558736), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:




Mode of Voting	Number of Members participated in the e-voting	No. of votes casted in favour of Resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	53	29188126	100%
E-voting at AGM	16	4830	100%
Total	69	29192956	100%

(ii) Voted against of the resolution:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted against the Resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	2	122	0
E-voting at AGM	Nil	Nil	Nil
Total	2	122	0

(iii) Invalid votes:

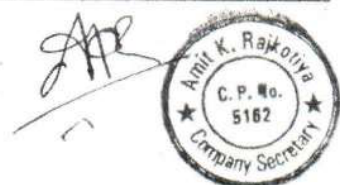
Mode of Voting	Number of Members participated in the e-voting	No. of votes casted	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
E-voting at AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

Resolution 4: Ordinary Resolution

Ratification of Remuneration payable to Cost Auditor for Financial Year 2025-26.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted in favour of Resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	50	29187547	100%



E-voting at AGM	16	4830	100%
Total	66	29192377	100%

(ii) Voted against of the resolution:

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against the Resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	5	701	0
E-voting at AGM	Nil	Nil	Nil
Total	5	701	0

(iii) Invalid votes:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
E-voting at AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

Resolution 5: Ordinary Resolution

Appointment of Mr. Madhav Kawde, Practising Company Secretary as Secretarial Auditor and fix their remuneration.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	53	29188150	100%
E-voting at AGM	16	4830	100%
Total	69	29192980	100%

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(ii) Voted against of the resolution:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted against the Resolution	% of total number of valid votes cast (Rounded off)
Remote E-voting	2	98	0
E-voting at AGM	Nil	Nil	Nil
Total	2	98	0

(iii) Invalid votes:

Mode of Voting	Number of Members participated in the e-voting	No. of votes casted	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
E-voting at AGM	Nil	Nil	Nil
Total	Nil	Nil	Nil

Thanking you,
Yours faithfully,



CS Amit K. Rajkotiya
Practicing Company Secretaries
Scrutinizer
FCS 5561CP No: 5162
PR No.: 2272/2022
UDIN: F005561G000850328

Place: Nagpur
Dated: 24/07/2025



Counter Signed By

Chanchal Jaiswal
Company Secretary and
Compliance Officer
(Membership No.: A67136)

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	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-07-2025
Start time of the meeting	02:00 PM
End time of the meeting	03:40 PM

Scrutinizer Details	
Name of the Scrutinizer	Amit K Rajkotiya
Firms Name	NA
Qualification	CS
Membership Number	5561
Date of Board Meeting in which appointed	24-06-2025
Date of Issuance of Report to the company	24-07-2025

Voting results	
Record date	10-07-2025
Total number of shareholders on record date	23003
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	57
No. of resolution passed in the meeting	5

Resolution (1)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

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.

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	26086970	100.0000	26086970	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	26086970	26086970	100.0000	26086970	0	100.0000	0.0000
Public-Institutions	E-Voting	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8031868	163514	2.0358	163514	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	8031868	163514	2.0358	163514	0	100.0000	0.0000
Total		37426259	29193078	78.0016	29193078	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (2)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

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.

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	26086970	100.0000	26086970	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	26086970	26086970	100.0000	26086970	0	100.0000	0.0000
Public- Institutions	E-Voting	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8031868	163514	2.0358	163214	300	99.8165	0.1835
	Poll							
	Postal Ballot (if applicable)							
	Total	8031868	163514	2.0358	163214	300	99.8165	0.1835
Total		37426259	29193078	78.0016	29192778	300	99.9990	0.0010
Whether resolution is Pass or Not.							Yes	

Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in place of Mr. Nitin Garg (DIN: 08558736), who retires by rotation and being eligible, offers himself for re-appointment.				
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	26086970	100.0000	26086970	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	26086970	26086970	100.0000	26086970	0	100.0000	0.0000
Public-Institutions	E-Voting	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8031868	163514	2.0358	163392	122	99.9254	0.0746
	Poll							
	Postal Ballot (if applicable)							
	Total	8031868	163514	2.0358	163392	122	99.9254	0.0746
Total		37426259	29193078	78.0016	29192956	122	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	

Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration payable to Cost Auditor for Financial Year 2025-26				
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	26086970	100.0000	26086970	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	26086970	26086970	100.0000	26086970	0	100.0000	0.0000
Public-Institutions	E-Voting	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8031868	163514	2.0358	162813	701	99.5713	0.4287
	Poll							
	Postal Ballot (if applicable)							
	Total	8031868	163514	2.0358	162813	701	99.5713	0.4287
Total		37426259	29193078	78.0016	29192377	701	99.9976	0.0024
Whether resolution is Pass or Not.							Yes	

Resolution (5)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Madhav Kawde, Practising Company Secretary as Secretarial Auditor and fix their remuneration				
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	26086970	100.0000	26086970	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	26086970	26086970	100.0000	26086970	0	100.0000	0.0000
Public-Institutions	E-Voting	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	3307421	2942594	88.9694	2942594	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8031868	163514	2.0358	163416	98	99.9401	0.0599
	Poll							
	Postal Ballot (if applicable)							
	Total	8031868	163514	2.0358	163416	98	99.9401	0.0599
Total		37426259	29193078	78.0016	29192980	98	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	