



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT 139th MEETING OF BOARD OF DIRECTORS OF DIFFUSION ENGINEERS LIMITED (CIN-U99999MH2000PLC124154) HELD AT SHORTER NOTICE ON TUESDAY, 26TH DECEMBER, 2023 AT 03:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT T-5 & 6, MIDC, HINGANA NAGPUR - 440 016 & SIMULTANEOUSLY CO - ORDINATED FROM REGISTERED OFFICE THROUGH VIDEO CONFERENCING.**

**TO APPROVE AND ADOPT THE DRAFT RED HERRING PROSPECTUS**

The Chairman placed before the Board the draft red herring prospectus of the Company for approval. The Board approved the same and passed the following resolution:

**“RESOLVED THAT**, the Draft Red Herring Prospectus for the proposed initial public offering (the **“Issue”**) of equity shares of the Company of face value of ₹ 10 each (the **“Equity Shares”**), containing the requirements as notified under the provisions of the Companies Act, 2013, as amended, and the rules framed thereunder (the **“Companies Act”**) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**) and other applicable laws, a copy of which is placed before the meeting, be and is hereby approved and adopted for filing with the Securities and Exchange Board of India (the **“SEBI”**) and the relevant stock exchanges, as the case may be, and such other governmental or supervisory authorities or persons as may be required, in accordance with the applicable provisions of the Companies Act, the SEBI ICDR Regulations and other applicable laws.

**RESOLVED FURTHER THAT**, Directors of the Company and the Chief Financial Officer, be and are hereby authorized to sign the said Draft Red Herring Prospectus on behalf of the Company and file the same with the SEBI for their observations and with the relevant stock exchanges for obtaining their in-principle approval and for listing purposes and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the afore going resolutions.

**RESOLVED FURTHER THAT**, the Managing Director of the company, be and is hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the Draft Red Herring Prospectus in accordance with the applicable laws and regulations prior to filing with the SEBI.



**DIFFUSION ENGINEERS LIMITED**

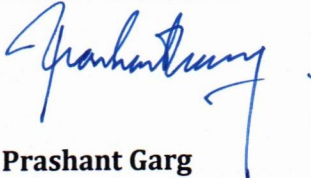
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**RESOLVED FURTHER THAT**, the Managing Director be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable for such purpose, including, without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

**RESOLVED FURTHER THAT**, the Company Secretary of the Company, be and is hereby authorized to take all steps for giving effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a certified true copy of the aforesaid resolution under the signature of any of the Directors be submitted with the concerned regulatory authorities."

**CERTIFIED TRUE COPY  
FOR DIFFUSION ENGINEERS LIMITED**



**Prashant Garg  
Chairman & Managing Director  
DIN - 00049106  
3, Chaitriya, Pawanbhumi  
Somalwada, Nagpur - 440 025**



**Date: 26th December 2023**

**Place: Nagpur**