

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U99999MH2000PLC124154

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACD8008L

(ii) (a) Name of the company

DIFFUSION ENGINEERS LIMITEI

(b) Registered office address

T-5 & 6, MIDC, HINGANA NA
NAGPUR
Maharashtra
440038
India

(c) *e-mail ID of the company

IN*****RS.COM

(d) *Telephone number with STD code

07*****84

(e) Website

https://www.diffusionenginee

(iii) Date of Incorporation

10/02/2000

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali
Caves Road , Next to Ahura Centre, Andheri East Mumbai

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	84.98
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	6.95
3	G	Trade	G1	Wholesale Trading	8.07

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DIFFUSION SUPER CONDITION	U51503MH1990PTC124545	Subsidiary	98.95
2	NOWELCO INDUSTRIES PRIVAT	U29309CT1999PTC013276	Subsidiary	66.95
3	DIFFUSION HERNON ADHESIVE	U24297MH2012PTC234063	Subsidiary	95
4	DIFFUSION ENGINEERS SINGAP		Subsidiary	100
5	DIFFUSION WEAR SOLUTIONS		Subsidiary	100

6	Diffusion Eurasia Mühendislik :		Subsidiary	70
7	MECDIFF SDN BHD		Associate	30
8	LSN DIFFUSION LIMITED		Associate	21.56

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	40,000,000	28,021,259	28,021,259	28,021,259
Total amount of equity shares (in Rupees)	400,000,000	280,212,590	280,212,590	280,212,590

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	40,000,000	28,021,259	28,021,259	28,021,259
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	400,000,000	280,212,590	280,212,590	280,212,590

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	56,706	3,680,761	3737467	37,374,670	37,374,670	
Increase during the year	0	24,337,974	24337974	243,379,740	243,379,740	
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	24,018,222	24018222	240,182,220	240,182,220	
iv. Private Placement/ Preferential allotment	0	265,570	265570	2,655,700	2,655,700	
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	54,182	54182	541,820	541,820	
conversion of physical shares into demat						
Decrease during the year	54,182	0	54182	541,820	541,820	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	54,182	0	54182	541,820	541,820	
conversion of physical shares into demat						
At the end of the year	2,524	28,018,735	28021259	280,212,590	280,212,590	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE184O01015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="25/09/2023"/>
---------------------------------------------	-----------------------------------------

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
-------------------------------------------------	----------------------	-------------------------------------------	----------------------

Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
----------------------------------------------------	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	------------------------------------------------------------

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
-------------------------------------------------	----------------------	-------------------------------------------	----------------------

Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,571,255,036.94

(ii) Net worth of the Company

1,783,186,977.5

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	23,979,291	85.58	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others NA	0	0	0	
	Total	23,979,291	85.58	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	3,971,368	14.17	0	
	(ii) Non-resident Indian (NRI)	18,200	0.06	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	52,400	0.19	0	
10.	Others NA	0	0	0	
	Total	4,041,968	14.42	0	0

Total number of shareholders (other than promoters)

32

**Total number of shareholders (Promoters+Public/
Other than promoters)**

37

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	6	5
Members (other than promoters)	15	32
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	37.28	21.88
B. Non-Promoter	0	2	0	4	0	1.97
(i) Non-Independent	0	0	0	1	0	1.88
(ii) Independent	0	2	0	3	0	0.09
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	5	37.28	23.85

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PRASHANT GARG	00049106	Managing Director	10,445,099	
CHITRA NARENDRA (01784644	Director	6,130,971	
RENUKA GARG	02815373	Director	526,967	23/07/2024
AJAY MOTILAL JAIN	02815416	Director	22,400	13/09/2024
ANITA AVINASH VIJA	01190200	Director	3,500	13/09/2024
ANIL KUMAR TRIGUN	07900294	Director	0	
ABHISHEK ANIL MEH	AKCPM7037M	CFO	9,100	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
CHANCHAL RAJESH	BYLPJ9135R	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
CHITRA NARENDR	01784644	Additional director	05/12/2023	Appointment
ANIL KUMAR TRIGU	07900294	Additional director	30/11/2023	Appointment
CHITRA NARENDR	01784644	Director	07/12/2023	Regularisation
ANIL KUMAR TRIGU	07900294	Director	07/12/2023	Regularisation
ABHISHEK ANIL ME	AKCPM7037M	CFO	29/06/2023	Appointment
CHANCHAL RAJES	BYLPJ9135R	Company Secretary	29/06/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EXTRA ORDINARY GENERAL MEETING	29/07/2023	21	11	98.57
ANNUAL GENERAL MEETING	25/09/2023	21	10	98.52
EXTRA ORDINARY GENERAL MEETING	18/11/2023	32	14	93.61
EXTRA ORDINARY GENERAL MEETING	07/12/2023	33	15	93.63
EXTRA ORDINARY GENERAL MEETING	20/12/2023	33	15	93.63

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/06/2023	4	4	100
2	19/07/2023	4	4	100
3	17/08/2023	4	4	100
4	08/09/2023	4	4	100
5	11/10/2023	4	4	100
6	29/11/2023	4	3	75
7	30/11/2023	4	4	100
8	05/12/2023	5	4	80
9	13/12/2023	6	6	100
10	26/12/2023	6	6	100
11	30/03/2024	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/06/2023	3	3	100
2	Audit Committee	19/07/2023	3	3	100
3	Audit Committee	17/08/2023	3	3	100
4	Audit Committee	30/11/2023	3	3	100
5	Audit Committee	27/03/2024	3	3	100
6	Audit Committee	30/03/2024	3	3	100
7	Corporate Soc	17/08/2023	3	3	100
8	Nomination an	29/06/2023	3	3	100
9	Nomination an	30/11/2023	3	3	100
10	Nomination an	05/12/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	31/08/2024
								(Y/N/NA)
1	PRASHANT G	11	11	100	9	9	100	Yes
2	CHITRA NARI	3	3	100	0	0	0	Yes
3	RENUKA GAR	11	10	90.91	5	5	100	Yes
4	AJAY MOTILA	11	11	100	12	12	100	Yes
5	ANITA AVINA	11	11	100	11	11	100	Yes
6	ANIL KUMAR	4	3	75	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRASHANT GARG	Managing Director	20,000,000	0	0	405,000	20,405,000
	Total		20,000,000	0	0	405,000	20,405,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ABHISHEK ANIL M	Chief Financial Officer	1,824,372	0	0	0	1,824,372
2	CHANCHAL RAJES	Company Secretary	597,266	0	0	0	597,266
	Total		2,421,638	0	0	0	2,421,638

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHITRA NARENDR	Director	0	350,000	0	105,000	455,000
2	RENUKA GARG	Director	0	350,000	0	355,000	705,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	AJAY MOTILAL JAI	Director	0	350,000	0	400,500	750,500
4	ANITA AVINASH VI	Director	0	350,000	0	395,000	745,000
5	ANIL KUMAR TRIG	Director	0	350,000	0	110,000	460,000
	Total		0	1,750,000	0	1,365,500	3,115,500

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Madhav Kondaji Kawde

Whether associate or fellow

Associate Fellow

Certificate of practice number

1892

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Prashant Garg
Digitally signed by Prashant Garg
Date: 2024.10.29 15:44:36 +05'30'

DIN of the director

To be digitally signed by

CHANCHAL RAJESH JAISWAL
Digitally signed by CHANCHAL RAJESH JAISWAL
Date: 2024.10.29 15:45:15 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

Shareholders List 2024.pdf DEL-Form MGT-8-2024-sd.pdf Committee Meetings held during the FY 20 Clarification Letter.pdf Transfer List 2024-DEL.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company