



**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

SHORTER NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE DIFFUSION ENGINEERS LIMITED [CIN - U99999MH2000PLC124154] WILL BE HELD ON WEDNESDAY, 20<sup>TH</sup> DECEMBER, 2023 AT 3:00 P.M. AT ITS REGISTERED OFFICE AND SIMULTANEOUSLY CO - ORDINATED THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FROM T-5 & 6, MIDC, HINGANA NAGPUR - 440 016 TO TRANSACT THE FOLLOWING BUSINESS: -

**SPECIAL BUSINESS:-**

**ISSUE OF EQUITY SHARES TO THE PUBLIC (INITIAL PUBLIC OFFERING)**

To consider and if thought fit, to pass the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 23, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules and regulations made thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) ("**Companies Act**"), the Securities Contract (Regulation) Act, 1956, as amended ("**SCRA**"), and the rules and regulations framed thereunder including the Securities Contract (Regulations) Rules, 1957 ("**SCRR**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") and other applicable Securities and Exchange Board of India ("**SEBI**") regulations and guidelines, the Foreign Exchange Management Act, 1999, as amended ("**FEMA**") and the rules and regulations made thereunder and other applicable laws, rules, regulations, policies or guidelines including the rules, regulation, guidelines, notifications, circulars, if any, prescribed by the Government of India ("**GOI**"), any foreign investment laws, policy or guidelines in India, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the listing agreement(s) to be entered into with the stock exchange(s), as amended and subject to the approval of relevant government, statutory and/ or regulatory authorities, including but not limited to the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Government of India ("**GOI**"), SEBI, the Reserve Bank of India ("**RBI**"), the relevant Registrar of Companies ("**ROC**"), the relevant stock exchanges and all other concerned statutory and other authorities, if any required, and to the extent such



**DIFFUSION ENGINEERS LIMITED**

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other approvals, permissions and sanctions, as may be necessary, including any consent or approval under any contract or agreement and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which shall include a duly authorized Committee thereof for the time being exercising the powers conferred upon it by the Board) the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot upto 1,20,00,000 (One Crore Twenty Lakh) equity shares of face value of Rs. 10/- each (the "**Equity Shares**"), to be issued at par or at premium in accordance with the provisions of SEBI ICDR Regulations for cash as and by way of an Initial Public Issue or Offering ("**Issue**" or "**IPO**") in such manner as the Board may in its discretion, deem fit, in consultation with Book Running Lead Manager(s) ("**BRLM**"), underwriters, and/ or other advisors through the Book Building Process in terms of SEBI ICDR Regulations or otherwise in accordance with applicable laws on such terms as may be deemed appropriate by the Board.

**RESOLVED FURTHER THAT** subject to the provisions of the applicable law, approval of members be and is hereby accorded, to make available for allocation, a portion of the IPO to any category(ies) of persons permitted under applicable laws, including without limitation, eligible employees and/or shareholders of group companies (the "**Reservation**") or to provide a discount to the issue price to retail individual investors or eligible employees (the "**Discount**"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**RESOLVED FURTHER THAT** the Equity Shares allotted pursuant to the Issue as aforesaid along with the existing Equity Shares of the Company shall be listed on one or more recognized stock exchanges in India.

**RESOLVED FURTHER THAT** all the new Equity Shares as aforesaid to be issued and allotted in the manner aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank *pari passu inter se* in all respects with the then existing Equity Shares of the Company except as otherwise provided pursuant to the terms of the Issue in any of the Issue documents.

**RESOLVED FURTHER THAT** over subscription to the extent of 1% of the Issue, or to such extent as may be permitted under applicable laws, be retained for the purpose of rounding off to the nearest integer while finalizing the basis of allotment.

**RESOLVED FURTHER THAT** all monies received out of the Issue shall be transferred to a separate bank account opened for the purpose of the Issue referred to in Section 40(3) of the Companies Act, and if the application monies received pursuant to the Issue are not refunded within such time, as specified by SEBI and in accordance with applicable laws, the Company shall pay interest on failure thereof, as per applicable laws.

**RESOLVED FURTHER THAT** subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed, may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with applicable laws, without the approval of the members of the Company.

**RESOLVED FURTHER THAT** subject to the provisions of the applicable law, consent of the members be and is hereby accorded to the Board to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Issue and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Issue, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with applicable laws, at such price per Equity Share as may be fixed and determined by the Board in consultation with the BRLM(s) in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLM(s) decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Hindu undivided families, employees working in India or abroad,

non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund, insurance funds, trusts / societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in the Equity Shares as per applicable laws (collectively referred to as the "Investors"), through an offer document, prospectus and / or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment / transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM(s), underwriters, placement agents and / or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, the number of securities to be allotted or transferred, issue price, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit in relation to the Issue, in consultation with the BRLM(s), and to finalize, approve and execute the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (the "**Offer Documents**"), negotiate, prepare, file, finalize, modify, re-apply, re-do, execute and make necessary changes thereto and do all such acts and deeds that are necessary in respect of the Offer Documents, application form, appointment of Book Running Lead Manager(s) to the Issue, Registrar to the Issue, Bankers to the Issue, Depository Participant, Custodians, Legal Advisors to the Issue, Underwriter(s), and other intermediaries as may be required in terms of the provisions of the applicable laws, rules, regulations and guidelines, for the time being in force, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Issue, including in relation to utilization of the proceeds of the Issue, and such other activities as may be necessary in relation to the Issue, and to ratify any appointment as aforesaid and to do all such acts, deeds and things as the Board may, in its sole discretion, deem necessary and settle any or all matters arising with respect to the Issue, allotment and utilization of the proceeds of the issue of Equity Shares, without requiring any further approval of the members to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchanges.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit including delegation of powers to a committee of the Board for the time being exercising the powers conferred upon it by the Board and for that purpose, to constitute a committee (IPO Committee) in accordance with the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as they may in their absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.

**RESOLVED FURTHER THAT** the certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required."

**For and on behalf of Board of Directors  
Diffusion Engineers Limited**

*Chanchal Jaiswal*

**Chanchal Jaiswal  
Company Secretary  
(Membership no A67136)**



**Date: 19<sup>th</sup> December, 2023  
Place: Nagpur**

**NOTES:-**

- a) The Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 29, 2020, December 31, 2020, June 23, 2021 and December 08, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as 'MCA Circulars') permitted the holding of the Extra Ordinary General Meeting ('EOGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the MCA Circulars, EOGM of the Company is being held at Registered Office and simultaneously through VC/OAVM on Wednesday, December 20 at 3:00 p.m. (IST). The deemed venue of the proceedings of the EOGM shall be the Registered Office of the Company at T-5 & 6, MIDC, Hingana Nagpur - 440 016
- b) The attendance of the Shareholders attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- c) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Item No.1 set out above is annexed hereto and forms part of this notice.

## **ANNEXURE TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 19<sup>th</sup> December, 2023

#### **Item No. 1 Raising of capital through an Initial Public Offering**

The Company proposes to issue, allot and/or transfer equity shares of the Company of face value of Rs. 10/- (the "**Equity Shares**") each, through fresh issue of upto 1,20,00,000 Equity Shares on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares so allotted shall rank in all respects pari passu with the existing Equity Shares.

The proposed Issue ("**Issue / IPO**") shall comprise of a fresh issue of the Equity Shares by the Company.

#### **Material information pertaining to the Issue is as follows:**

##### **(i) Issue Price:**

The price at which the Equity Shares will be allotted through the Issue, as well as the price band within which bidders in the Issue will be able to put in bids for Equity Shares offered in the Issue, shall be determined and finalized by the Company in consultation with the Book Running Lead Manager [BRLM(s)] in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

##### **(ii) Objects of the Issue:**

The objects of the Issue shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Issue.

**(iii) Intention of Directors/Key managerial personnel to subscribe to the Issue:**

The Company will not make an issue of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Issue. However, except for the Directors who are Promoters or part of the Promoter Group, the directors or the key managerial personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations and other applicable laws.

**(iv) Whether a change in control is intended or expected:**

No change in control is intended or expected as a result of the Issue.

**(v) Allotment**

The allotment of Equity Shares pursuant to the Issue shall be completed within such time period as may be prescribed under applicable law.

**(vi) Pre-Issue and post-Issue shareholding pattern**

The pre-Issue and post-Issue shareholding pattern (to the extent applicable) shall be as disclosed in the Issue documents filed in connection with the Issue.

The Board recommends the special resolution as set out in Item No. 1 for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Act and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Act) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

**For and on behalf of Board of Directors  
Diffusion Engineers Limited**

**Date: 19<sup>th</sup> December, 2023  
Place: Nagpur**

*Chanchal Jaiswal*  
**Chanchal Jaiswal  
Company Secretary  
(Membership no. A67136)**

