

DIFFUSION ENGINEERS LIMITED

**TRANSCRIPT OF
EXTRAORDINARY GENERAL MEETING HELD ON NOVEMBER 18, 2023 AT 12:30
P.M AT REGISTERED OFFICE OF THE COMPANY THROUGH VIDEO CONFERENCING**

MS. CHANCHAL JAISWAL, COMPANY SECRETARY

A very good afternoon to everyone. I, Chanchal Jaiswal, Company Secretary of the Company welcome you all to the Extraordinary General Meeting of Diffusion Engineers Limited.

Members may note that this Extraordinary General Meeting is being held at shorter notice through video conferencing in compliance with the circulars and directives issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013. While speaking, we request the Members to use earphones and ensure that there is no voice in the background.

Members may also note that the participation through video conferencing is being reckoned for the purpose of quorum under Section 103 of the Act. As the requisite quorum of members is present, with the consent of Chairman Sir, I declare the meeting to be in order.

Now, let me introduce you all to the members of the Board and KMPs present with us today,

- 1) Mr. Prashant Garg, Chairman & Managing Director, attending this meeting through video conferencing from Nagpur.
- 2) Mr. Ajay Jain, Independent director, attending this meeting through video conferencing from Mumbai.
- 3) Ms. Anita Vijayakar, Independent director, attending the meeting from registered office of the company at Nagpur.
- 4) Ms. Renuka Garg, Director, attending this meeting through video conferencing from Bhopal.
- 5) Mr. Abhishek Mehta, Chief Executive Officer, attending the meeting from registered office of the company at Nagpur.

We also have with us Mr. Madhav Kawde, Practicing Company Secretary who is attending this meeting through video conference from Mumbai.

All the documents referred to in the notice of EGM and statutory registers are available for inspection. As the EGM is being held through video conferencing, the facility for appointment of proxies by the members is not applicable and hence the proxy register is not available for inspection.

The Notice of the Extraordinary General Meeting has already been sent by electronic mode on 17th November 2023 to those Members whose e-mail addresses are registered with the Company or Depositories.

I request the members to allow me to take the Notice convening this meeting as read.

MEMBERS

Yes (in chorus)

MS. CHANCHAL JAISWAL: Thank you.

The members are informed that in compliance with the applicable laws, voting at this EGM will be by show of hands, unless poll is demanded. Now we move towards the agenda items as set forth in the Notice of EGM.

Item No. 1: To adopt new set of Article of Association

MR. NITIN GARG: I propose

MS. CHITRA GARG: I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

I declare the special resolution as passed unanimously.

Item No. 2: To increase the Authorized Share Capital of the Company

MRS. NEELU GARG: I propose

MRS. LATA KAWDE : I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

I declare the ordinary resolution as passed unanimously.

Item No. 3: To alter capital clause in Memorandum of Association of the company

MR. ABHISHEK MEHTA: I propose

MRS. SARIKA DHOKNE: I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

I declare the ordinary resolution as passed unanimously.

Item No. 4: To issue Bonus Shares

MR. ANUBHAV GARG: I propose

MS. CHITRA GARG: I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

I declare the ordinary resolution as passed unanimously.

With this we come to an end of the meeting.

On behalf of the Board of Directors and the management of Diffusion Engineers Limited, I convey our sincere thanks to all the Members for attending and participating in this meeting.

With permission of chair, I now declare the proceedings of this Extraordinary General Meeting of the Company as concluded. Thank you.