

Madhav Kawde

Company Secretary

Office No. 614, 7th Floor, CFB-APMC

Fruit Market Complex, Sector – 19,

Vashi Turbhe, Navi Mumbai – 400 705

Tel: 022 – 49747847 Cell: 9820316292

Email: csmadhavkawde@gmail.com / madhavkawde@rediffmail.com

COMPLIANCE CERTIFICATE

To

The Board of Directors

Diffusion Engineers Limited

T-5, T-6, Nagpur Industrial Area, MIDC,

Hingna, Nagpur – 440016.

Unistone Capital Private Limited

305, A Wing, Dynasty Business Park Andheri Kurla Road,

Andheri East, Mumbai- 400059

(hereinafter referred to as the “Book Running Lead Manager” / “BRLM”)

Dear Sir(s),

**Sub: Proposed initial public offering of equity shares of ₹ 10 each (the “Equity Shares”) of
Diffusion Engineers Limited (the “Company” and such offering, the “Issue”)**

1. The Company had made allotment on August 11, 2008 (“said allotment”) to more than 49 persons.
2. SEBI vide its circular dated December 31, 2015 (“SEBI Circular”) has mandated that prior to April 01, 2014, if a company had offered securities to more than 49 persons, it may avoid penal action from SEBI, if they provide the investors with an option to surrender the securities and refund the subscription amount at a price not less than the amount of subscription money paid along with 15% interest p.a. thereon or such higher return as promised to investors (net of amounts already paid as interest, dividend or otherwise). In case of transfer, by the original allottees, the option for refund shall be provided to the current holders of the securities. It has been clarified in a press release issued by SEBI on November 30, 2015, that the exit offer may be provided by the company itself or by the promoters or by other persons arranged by the company/ promoters.
3. The Board of Directors of the Company, vide a resolution passed by circulation on February 16, 2024 has decided to authorize our Promoter, Chitra Garg, to provide an exit offer in the form of an invitation to offer to shareholders of our Company as on February 16, 2024 (“Record Date”), to purchase the equity shares held by such shareholders (“Eligible Equity Shareholders”) as on the date Record Date in accordance with the SEBI Circulars
4. Consequently, the company vide letters dated February 19, 2024 (“Exit Letter”) addressed to the respective Eligible Equity Shareholder gave an offer to them to surrender the shares allotted to them under the said allotment or subsequently acquired by them from the allottees, as the case may be, against the subscription price at which the said shares were allotted (i.e. ₹40 per equity share) along with 15% interest p.a. thereon till payment (net of amount already paid as interest, dividend or otherwise)(“Exit Offer”). A list of the Eligible Equity Shareholders is enclosed hereto as **Annexure ‘A’**.
5. The Exit letters have been sent by the Company through electronic mail to the respective Eligible Equity Shareholder. Copies of proof of dispatch and proof of delivery of the Exit Letters are enclosed hereto and marked collectively as **Annexure ‘B’**.

6. In response to the Exit Letters, all of the seven Eligible Equity Shareholders have vide their respective email(s) confirmed to the Company that he/she/they does/do not wish to apply for refund in respect of the shares allotted to him/her/them under the said allotment or subsequently acquired by him/her/them from the allottees and is/are desirous of continuing to be a member of the Company. Copies of the email confirmations received from the Eligible Equity Shareholders are enclosed hereto and marked collectively as **Annexure ‘C’**.
7. Accordingly, based on the examination of information, records maintained by the Company including proof of dispatch / delivery of letters, response of investors, complaints from investors, bank statements of the Company, review of the refund procedure adopted by the Company under the Exit Offer and other relevant documents presented to us, we hereby certify and confirm that the Company has complied with the provisions of SEBI’s Circulars dated November 30, 2015, December 31, 2015, May 03, 2016, and other related circulars issued by SEBI on the subject and the Exit Offer process was undertaken by it in compliance with the said SEBI Circulars.
8. This certificate may be relied upon by the Book Running Lead Manager and legal counsel appointed in relation to the Issue. This certificate is for information and for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus to be issued by the Company in relation to the Issue. We hereby consent to the aforementioned details being included in the Issue Documents and submission of this certificate as may be necessary to any regulatory authority and / or for the records to be maintained by the Book Running Lead Manager in connection with the Issue and in accordance with applicable law.
9. Capitalised terms used and not defined herein shall have the same meaning as ascribed to them in Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus.

Yours sincerely,

For
Peer Reviewed Practicing Company Secretary

Mr Madhav Kawde
Practicing Company Secretary
Membership No.: FCS 3251
C.P. No.: 1892
Place: Mumbai
Date: 21st February, 2024
UDIN: F003251E003468339

Annexure A

List of the Eligible Equity Shareholders

Sr no.	Name of Eligible Equity Shareholders	Eligible number of shares
1	Mr. Prashant Garg	1,08,150
2	Mr. Prashant and Ms. Neelu Garg	2,800
3	Dr. Nitin Garg	83,300
4	N K Garg HUF	17,500
5	Ms. Daksha Ajay Jain	1,400
6	Mr. Mahesh Kabade	700
7	Mr. Anuj Goel	2,100
TOTAL		2,15,950



ANNEXURE B

CHANCHAL JAISWAL <cs@diffusionengineers.com>

Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

1 message

CHANCHAL JAISWAL <cs@diffusionengineers.com>

Mon, Feb 19, 2024 at 2:39 PM

To: PRASHANT GARG <prashantgarg@diffusionengineers.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Sir,

Greetings.

With reference to the captioned subject please find enclosed letter relating to the exit offer.

We request you to confirm by a return email/letter conveying your willingness to avail of the aforesaid exit option (as per **Annexure 'A'**) or that you wish to continue to be a member of the Company by holding the shares (as per **Annexure 'B'**).

In case of any query feel free to contact the undersigned.

Thanks, and regards

Chanchal Jaiswal

Company Secretary

2 attachments

 **Prashant Garg.pdf**

849K

 **Prashant and Neelu Garg.pdf**

860K



CHANCHAL JAISWAL <cs@diffusionengineers.com>

Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

2 messages

CHANCHAL JAISWAL <cs@diffusionengineers.com>

Mon, Feb 19, 2024 at 1:43 PM

To: NITIN GARG <drnitingarg@hotmail.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Sir,


Greetings.

With reference to the captioned subject please find enclosed letter relating to the exit offer.

We request you to confirm by a return email/letter conveying your willingness to avail of the aforesaid exit option (as per **Annexure 'A'**) or that you wish to continue to be a member of the Company by holding the shares (as per **Annexure 'B'**).

In case of any query feel free to contact the undersigned.

Thanks, and regards
Chanchal Jaiswal
Company Secretary

2 attachments **NK Garg HUF.pdf**
1969K **Nitin Garg.pdf**
2036K

NITIN GARG <drnitingarg@hotmail.com>

Mon, Feb 19, 2024 at 8:28 PM

To: CHANCHAL JAISWAL <cs@diffusionengineers.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Ms Chanchal,

I would like to continue to be member of the company in my personal capacity and as Karta of NK garg HUF by holding the shares.

Please note.

Sincerely,

Dr Nitin Garg

From: CHANCHAL JAISWAL <cs@diffusionengineers.com>

Sent: Monday, February 19, 2024 1:43 PM

To: NITIN GARG <drnitingarg@hotmail.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>; SARIKA DHOKNE <sarika@diffusionengineers.com>

Subject: Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

[Quoted text hidden]



CHANCHAL JAISWAL <cs@diffusionengineers.com>

Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

3 messages

CHANCHAL JAISWAL <cs@diffusionengineers.com>

Mon, Feb 19, 2024 at 1:36 PM

To: DAKSHAJAIN@gmail.com

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>, Ajay Jain <ajay.jain1992@gmail.com>

Dear Madam,

Greetings.

With reference to the captioned subject please find enclosed letter relating to the exit offer.

We request you to confirm by a return email/letter conveying your willingness to avail of the aforesaid exit option (as per **Annexure 'A'**) or that you wish to continue to be a member of the Company by holding the shares (as per **Annexure 'B'**).

In case of any query feel free to contact the undersigned.

Thanks, and regards
Chanchal Jaiswal
Company Secretary

 **Daksha Jain.pdf**
1955K

Ajay Jain <ajay.jain1992@gmail.com>

Mon, Feb 19, 2024 at 2:08 PM

To: CHANCHAL JAISWAL <cs@diffusionengineers.com>

Cc: DAKSHAJAIN@gmail.com, ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Chanchal,

Please find Annexure - B duly filled up and signed.

Best Regards,

Daksha Jain
[Quoted text hidden]

 **Daksha Jain.pdf**
2061K

CHANCHAL JAISWAL <cs@diffusionengineers.com>
To: Ajay Jain <ajay.jain1992@gmail.com>

Mon, Feb 19, 2024 at 2:28 PM

Received. Thank you.

[Quoted text hidden]



CHANCHAL JAISWAL <cs@diffusionengineers.com>

Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

3 messages

CHANCHAL JAISWAL <cs@diffusionengineers.com>

Mon, Feb 19, 2024 at 1:40 PM

To: kabademahesh@yahoo.co.in

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Sir,

Greetings.

With reference to the captioned subject please find enclosed letter relating to the exit offer.

We request you to confirm by a return email/letter conveying your willingness to avail of the aforesaid exit option (as per **Annexure 'A'**) or that you wish to continue to be a member of the Company by holding the shares (as per **Annexure 'B'**).

In case of any query feel free to contact the undersigned.

Thanks, and regards
Chanchal Jaiswal
Company Secretary

 **Mahesh Kabade.pdf**
2173K

mahesh kabade <kabademahesh@yahoo.co.in>

Mon, Feb 19, 2024 at 2:24 PM

Reply-To: mahesh kabade <kabademahesh@yahoo.co.in>

To: CHANCHAL JAISWAL <cs@diffusionengineers.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Sir / madam,

With reference to your letter dated 19 Feb. 2024, I wish to inform you that **I do not wish to apply for refund of 700 shares** held by virtue of the allotment dated August 11, 2008. / Subsequent transfer of the said shares in my Favour.

I would continue to be member of the company.

We request you to take this information on record & oblige.

Thanks & Regards

Mahesh Kabade
(Pune)

Cell-+91-9822206163

[Quoted text hidden]

CHANCHAL JAISWAL <cs@diffusionengineers.com>
To: mahesh kabade <kabademahesh@yahoo.co.in>

Mon, Feb 19, 2024 at 2:29 PM

Received. Thank you.

[Quoted text hidden]



CHANCHAL JAISWAL <cs@diffusionengineers.com>

Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

3 messages

CHANCHAL JAISWAL <cs@diffusionengineers.com>

Mon, Feb 19, 2024 at 1:44 PM

To: anujgoel1975@gmail.com

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Sir,

Greetings.

With reference to the captioned subject please find enclosed letter relating to the exit offer.

We request you to confirm by a return email/letter conveying your willingness to avail of the aforesaid exit option (as per **Annexure 'A'**) or that you wish to continue to be a member of the Company by holding the shares (as per **Annexure 'B'**).

In case of any query feel free to contact the undersigned.

Thanks, and regards
Chanchal Jaiswal
Company Secretary

 **Anuj Goel.pdf**
2043K

ANUJ GOEL <anujgoel1975@gmail.com>

Tue, Feb 20, 2024 at 4:12 PM

To: CHANCHAL JAISWAL <cs@diffusionengineers.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Chanchal,

Declaration is appended for your kind reference.

Regards,

2/21/24, 3:01 PM

DIFFUSION ENGINEERS LTD Mail - Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

Anuj Goel

[Quoted text hidden]

 **Declaration .pdf**
536K

CHANCHAL JAISWAL <cs@diffusionengineers.com>

To: ANUJ GOEL <anujgoel1975@gmail.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Tue, Feb 20, 2024 at 4:13 PM

Received. Thank you.

[Quoted text hidden]

ANNEXURE C

Annexure 'B'

Date:

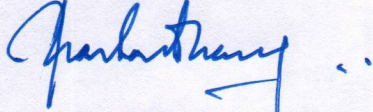
To
The Board of Directors
Diffusion Engineers Limited
T-5 & T-6, Nagpur Industrial Area, MIDC,
Hingna, Nagpur -440016 Maharashtra

Dear Sir/Madam,

Subject: Reply to offer for refund of equity shares allotted on August 11, 2008

In response to your letter dated February 19, 2024, I/we wish to inform you that I/we do not wish to apply for refund of 1,08,150 shares held by virtue of the allotment dated August 11, 2008 / subsequent transfer of the said shares in my / our favour, as applicable. I/ we would continue to be members of the Company.

We request you to kindly take this information on record and oblige.



Signature of Sole/First holder

Place: Nagpur

Date: 19-02-2024

Annexure 'B'

Date:

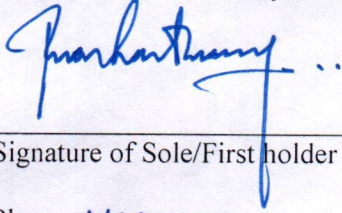
To
The Board of Directors
Diffusion Engineers Limited
T-5 & T-6, Nagpur Industrial Area, MIDC,
Hingna, Nagpur -440016 Maharashtra

Dear Sir/Madam,

Subject: Reply to offer for refund of equity shares allotted on August 11, 2008

In response to your letter dated February 19, 2024, I/we wish to inform you that I/we do not wish to apply for refund of 2,800 shares held by virtue of the allotment dated August 11, 2008 / subsequent transfer of the said shares in my / our favour, as applicable. I/ we would continue to be members of the Company.

We request you to kindly take this information on record and oblige.



Signature of Sole/First holder

Place: Nagpur

Date: 19-02-2024



CHANCHAL JAISWAL <cs@diffusionengineers.com>

Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

2 messages

CHANCHAL JAISWAL <cs@diffusionengineers.com>

Mon, Feb 19, 2024 at 1:43 PM

To: NITIN GARG <drnitingarg@hotmail.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Sir,

Greetings.

With reference to the captioned subject please find enclosed letter relating to the exit offer.

We request you to confirm by a return email/letter conveying your willingness to avail of the aforesaid exit option (as per **Annexure 'A'**) or that you wish to continue to be a member of the Company by holding the shares (as per **Annexure 'B'**).

In case of any query feel free to contact the undersigned.

Thanks, and regards
Chanchal Jaiswal
Company Secretary

2 attachments **NK Garg HUF.pdf**
1969K **Nitin Garg.pdf**
2036K

NITIN GARG <drnitingarg@hotmail.com>

Mon, Feb 19, 2024 at 8:28 PM

To: CHANCHAL JAISWAL <cs@diffusionengineers.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Ms Chanchal,

I would like to continue to be member of the company in my personal capacity and as Karta of NK garg HUF by holding the shares.

Please note.

Sincerely,

Dr Nitin Garg

From: CHANCHAL JAISWAL <cs@diffusionengineers.com>

Sent: Monday, February 19, 2024 1:43 PM

To: NITIN GARG <drnitingarg@hotmail.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>; SARIKA DHOKNE <sarika@diffusionengineers.com>

Subject: Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

[Quoted text hidden]

Annexure 'B'

Date:

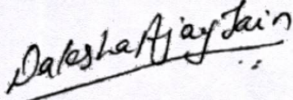
To
The Board of Directors
Diffusion Engineers Limited
T-5 & T-6, Nagpur Industrial Area, MIDC,
Hingna, Nagpur -440016 Maharashtra

Dear Sir/Madam,

Subject: Reply to offer for refund of equity shares allotted on August 11, 2008

In response to your letter dated February 19, 2024, I/we wish to inform you that I/we do not wish to apply for refund of 1,400 shares held by virtue of the allotment dated August 11, 2008 / subsequent transfer of the said shares in my / our favour, as applicable. I/ we would continue to be members of the Company.

We request you to kindly take this information on record and oblige.



Signature of Sole/First holder

Place: Mumbai

Date: 19th February 24

Annexure 'B'

Date: 20.02.24

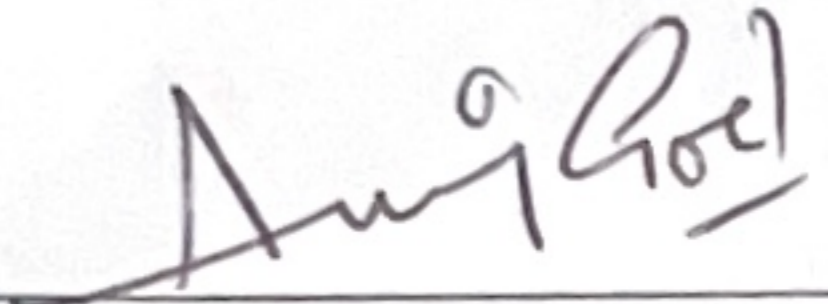
To
The Board of Directors
Diffusion Engineers Limited
T-5 & T-6, Nagpur Industrial Area, MIDC,
Hingna, Nagpur -440016 Maharashtra

Dear Sir/Madam,

Subject: Reply to offer for refund of equity shares allotted on August 11, 2008

In response to your letter dated February 19, 2024, I/we wish to inform you that I/we do not wish to apply for refund of 2,100 shares held by virtue of the allotment dated August 11, 2008 / subsequent transfer of the said shares in my / our favour, as applicable. I/ we would continue to be members of the Company.

We request you to kindly take this information on record and oblige.


Signature of Sole/First holder ANUJ GOEL

Place: DELHI
Date: 20/02/24



CHANCHAL JAISWAL <cs@diffusionengineers.com>

Allotment on August 11, 2008 of Equity Shares of Diffusion Engineers Limited

3 messages

CHANCHAL JAISWAL <cs@diffusionengineers.com>

Mon, Feb 19, 2024 at 1:40 PM

To: kabademahesh@yahoo.co.in

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Sir,

Greetings.

With reference to the captioned subject please find enclosed letter relating to the exit offer.

We request you to confirm by a return email/letter conveying your willingness to avail of the aforesaid exit option (as per **Annexure 'A'**) or that you wish to continue to be a member of the Company by holding the shares (as per **Annexure 'B'**).

In case of any query feel free to contact the undersigned.

Thanks, and regards
Chanchal Jaiswal
Company Secretary

 **Mahesh Kabade.pdf**
2173K

mahesh kabade <kabademahesh@yahoo.co.in>

Mon, Feb 19, 2024 at 2:24 PM

Reply-To: mahesh kabade <kabademahesh@yahoo.co.in>

To: CHANCHAL JAISWAL <cs@diffusionengineers.com>

Cc: ABHISHEK MEHTA <a.mehta@diffusionengineers.com>, SARIKA DHOKNE <sarika@diffusionengineers.com>

Dear Sir / madam,

With reference to your letter dated 19 Feb. 2024, I wish to inform you that **I do not wish to apply for refund of 700 shares** held by virtue of the allotment dated August 11, 2008. / Subsequent transfer of the said shares in my Favour.

I would continue to be member of the company.

We request you to take this information on record & oblige.

Thanks & Regards

Mahesh Kabade
(Pune)

Cell-+91-9822206163

[Quoted text hidden]

CHANCHAL JAISWAL <cs@diffusionengineers.com>
To: mahesh kabade <kabademahesh@yahoo.co.in>

Mon, Feb 19, 2024 at 2:29 PM

Received. Thank you.

[Quoted text hidden]