



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT 145TH MEETING OF BOARD OF DIRECTORS OF DIFFUSION ENGINEERS LIMITED (CIN-U99999MH2000PLC124154) HELD AT SHORTER NOTICE ON FRIDAY, 20TH SEPTEMBER, 2024 AT 04:30 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.

APPROVAL AND ADOPTION OF RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFERING BY THE COMPANY:

"RESOLVED THAT, in furtherance of the resolution of the Board dated 26th April 2024 approving the filing of the draft red herring prospectus, the in-principle approvals received from BSE Limited and National Stock Exchange of India Limited dated 26th July 2024 the ("**stock exchanges**") and filing of updated draft red herring prospectus on 27th August 2024 with SEBI and acknowledgement received dated 09th September 2024, the draft of the Red Herring Prospectus dated 20th September 2024 ("**RHP**") which is placed at the meeting and containing the requisite information as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Companies Act, 2013 read with the rules made thereunder, each as amended, or any statutory modification(s) or re-enactment(s) thereof and other applicable laws and regulations, be and is hereby approved for filing with the regulatory authorities.

RESOLVED FURTHER THAT subject to and in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1956 as amended, the applicable provisions of the of the Securities and Exchange Board of India Act, 1992, as amended, the SEBI ICDR Regulations and other applicable laws, approvals (if any) by authorities as may be necessary, Mr. Prashant Garg, Managing Director (DIN: 00049106), Mr. Abhishek Mehta, Chief Financial Officer and Ms. Chanchal Jaiswal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalize the RHP and approval be and is hereby granted for filing the RHP and any other related documents with the SEBI, the Registrar of Companies, Mumbai, the BSE Limited and the national Stock Exchange of India Limited and with any other regulatory authority as may be necessary with respect to the Initial public Offering and undertake such other necessary steps to implement the above resolution.

RESOLVED FURTHER THAT Mr. Prashant Garg, Managing Director (DIN: 00049106), Mr. Abhishek Mehta, Chief Financial Officer and Ms. Chanchal Jaiswal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, engagement letter, and to do all such acts, deeds and things as may be required, necessary, expedient or



DIFFUSION ENGINEERS LIMITED

Regd. Office : T-5 & 6, M.I.D.C., Hingna Industrial Area, Nagpur - 440 016, Maharashtra, INDIA

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incidental to give effect to the above resolutions and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsels to the Company and the BRLM appointed in this respect.

RESOLVED FURTHER THAT a copy of the above resolution, certified by any Director or the Company Secretary of the Company, be forwarded to the concerned authorities for necessary action.”

**CERTIFIED TRUE COPY
FOR DIFFUSION ENGINEERS LIMITED**

Chanchal
Chanchal Jaiswal
Company Secretary
Membership no. A67136



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