

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 LIMITED

(b) Registered office address

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

(c) *e-mail ID of the company

info@diffusionengineers.com

(d) *Telephone number with STD code

07104232084

(e) Website

https://www.diffusionengineers.com

(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 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (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

3






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

8

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	
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	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	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	
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				0	0	
NA						
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				0	0	
NA						
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"/>
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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"/>
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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	3,989,568	14.24	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)	52,400	0.19	0	
10.	Others NA	0	0	0	
	Total	4,041,968	14.43	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	2	37.04	23.76
B. Non-Promoter	0	2	0	3	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	3	0	0
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	37.04	23.76

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	10,379,551	
CHITRA NARENDRA (01784644	Director	6,130,971	
RENUKA GARG	02815373	Director	526,967	
AJAY MOTILAL JAIN	02815416	Director	92,400	
ANITA AVINASH VIJA	01190200	Director	3,500	
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

4

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 NARENDRA	01784644	Additional director	05/12/2023	Appointment
ANIL KUMAR TRIGUN	07900294	Additional director	30/11/2023	Appointment
CHITRA NARENDRA	01784644	Director	07/12/2023	Regularisation
ANIL KUMAR TRIGUN	07900294	Director	07/12/2023	Regularisation

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	32	15	93.63
EXTRA ORDINARY GENERAL MEETING	20/12/2023	32	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
1	29/06/2023	4	4	100
2	19/07/2023	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
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	
1	PRASHANT G	11	11	100	8	8	100	
2	CHITRA NARE	3	3	100	0	0	0	
3	RENUKA GARG	11	10	90.91	2	2	100	
4	AJAY MOTILAL	11	11	100	12	12	100	
5	ANITA AVINA	11	11	100	11	11	100	
6	ANIL KUMAR	4	3	75	2	2	100	

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	0	20,000,000
	Total		20,000,000	0	0	0	20,000,000

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 NARENDRA	Director	0	350,000	0	105,000	455,000
2	RENUKA GARG	Director	0	350,000	0	355,000	705,000
3	AJAY MOTILAL JAIN	Director	0	350,000	0	400,500	750,500

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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

Whether associate or fellow Associate Fellow

Certificate of practice number

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

DIN of the director

To be digitally signed by

- 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 Attachment(s), if any

-
-
-
-

List of attachments

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

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

Point No. IX (C) of form MGT – 7 Committee Meetings

Committee Meetings held during financial year ended 31.03.2024					
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 th June, 2023	3	3	100
2	Audit Committee	19 th July, 2023	3	3	100
3	Audit Committee	17 th August, 2023	3	3	100
4	Audit Committee	30 th November, 2023	3	3	100
5	Audit Committee	27 th March, 2024	3	3	100
6	Audit Committee	30 th March, 2024	3	3	100
7	Corporate Social Responsibility (CSR) Committee	17 th August, 2023	3	3	100
8	Nomination and Remuneration (NRC) Committee	29 th June, 2023	3	3	100
9	Nomination and Remuneration (NRC) Committee	30 th November, 2023	3	3	100
10	Nomination and Remuneration (NRC) Committee	05 th December, 2023	3	3	100
11	Risk Management Committee	30 th March, 2024	3	3	100
12	Stakeholder's Relationship Committee	30 th March, 2024	3	3	100
13	Independent Director's Meeting	30 th March, 2024	3	3	100

For Diffusion Engineers Limited

PRASHANT GARG
(DIN – 00049106)
Chairman & Managing Director
3, Chaitriya, Pawanbhumi
Somalwada, Nagpur - 440 025

DIFFUSION ENGINEERS LIMITED						
CIN - U99999MH2000PLC124154						
List of Shareholders as on 31st March, 2024						
Nominal amount per share – INR 10/-						
First Name	Middle Name	Last Name	Folio Number	DP ID – Client ID Account Number	Number of Shares held	Class of Shares
Mr. Prashant		Garg		IN30133021366320	1,03,79,551	Equity
Chitra		Garg		IN30133017552968	61,30,971	Equity
Mr. N.K.Garg (HUF)				IN30112716208755	20,85,279	Equity
Mr Nitin		Garg		IN30133017552925	68,76,254	Equity
Dr. Nitin Garg & Dr. Renuka Garg				IN30133021785333	5,26,967	Equity
Mr Prashant Garg & Mrs Neelu Garg				IN30133021657369	65,548	Equity
Mrs Neelu	Prashant	Garg		IN30133040641887	22,400	Equity
Mrs Vidya		Nathan		IN30133040281412	2,06,724	Equity
Mr Alok	Gautam	Desai		IN30051388782514	1,11,202	Equity
Ajay Jain (HUF)				IN30021426388661	70,000	Equity
Mr Ashok		Mundhada		IN30160413133927	35,252	Equity
Mr T R	Uttam	Kumar	40		1,874	Equity
				1201090037348675	11,244	Equity
Mrs Sunila	H	Ledwani		IN30115113423194	4,200	Equity
Mrs Lata	Madhav	Kawde		IN30267930637259	10,500	Equity
Ms Anita		Vijayakar		IN30133040262562	3,500	Equity
Mr K	P	Suresh	69		63	Equity
				IN30214811337007	312	Equity
				1201090037348675	2,250	Equity
Mr Anuj		Goel	119		300	Equity
				1201090037348675	1,800	Equity
Mr Harish	P	Ledwani		IN30115113423119	1,771	Equity
Mr P		Satheesh	68		187	Equity
				1201090037348675	1,122	Equity
Mrs Daksha	Ajay	Jain		IN30021426384168	16,800	Equity
Mr Mahesh		Kabade	124		100	Equity
				1201090037348675	600	Equity
Mr Rashesh		Mehta		1201090006126645	1,00,925	Equity
Ms Amita	Ajay	Patki		1206420017044580	1,014	Equity
				1201090037348675	6,084	Equity
Rajesh S Sheth HUF				1203230000781333	45,420	Equity
Het	Paresh	Mehta		1203230007315095	3,14,400	Equity
Victus Enterprise LLP				1203230012704937	52,400	Equity
Ms Vaishali	Ashok	Maniyar		1204150000051799	45,000	Equity
Mr Abhishek		Mehta		1204720004577748	9,100	Equity
Ms Sejal	Ketan	Dadia		1207030000004367	24,070	Equity
Ms Kriti		Singhal		1208160015066290	3,500	Equity
Mr Vinodkumar	Gulabram	Kukreja		1208160041674945	9,100	Equity
Mr Jitendra	Vadilal	Khandol		1208860000046501	1,51,385	Equity

Mr Ajay	Motilal	Jain		IN30021426369060	22,400	Equity
Mr Anubhav		Garg		IN30115128495106	18,200	Equity
Mr Ajaykumar	Natavarlal	Sangani		IN30302821903478	2,75,590	Equity
Mr Sachin	Mohanlal	Kakrecha		IN30302865631119	3,66,800	Equity
Mrs Sarika	S	Dhokne		IN30420392145637	9,100	Equity
Total					2,80,21,259	

For Diffusion Engineers Limited

Prashant Garg
Managing Director
DIN – 00049106
3, Pawanbhoomi, Somalwada,
Wardha Road, Nagpur – 440 025

Transfer of Shares for the financial year 2023-24						
Diffusion Engineers Limited (CIN - U99999MH2000PLC124154)						
Face value per share - Rs.10/-						
Type of Shares	No of shares transferred	Date of Transfer	Folio No/DPID-CLID of Transferor	Transferor Name	Folio No/DPID-CLID of Transferee	Transferee Name
Equity	52,400	November 20, 2023	1203230007315095	Het Mehta	1203230012704937	Victus Enterprise LLP
Equity	3,66,800	February 22, 2024	1204310000195946	Yogesh Kumar Sanghavi	IN30302865631119	Sachin Mohanlal Kakrecha
Equity	1,51,385	February 29, 2024	1205620000011361	Brijesh Parekh HUF	1208860000046501	Jitendra Vadilal Khandol
Equity	24,070	February 29, 2024	1205620000011361	Brijesh Parekh HUF	1207030000004367	Sejal Ketan Dadia
Equity	45,000	February 29, 2024	1205620000011361	Brijesh Parekh HUF	1204150000051799	Vaishali Ashok Maniyar
Equity	45,420	February 29, 2024	1205620000011361	Brijesh Parekh HUF	1203230000781333	Rajesh S Sheth HUF
Equity	1,00,925	February 29, 2024	1205620000011361	Brijesh Parekh HUF	1201090006126645	Rashesh Mehta

PRASHANT GARG
(DIN - 00049106)
Chairman & Managing Director
3, Chaitriya, Pawanbhumi
Somalwada, Nagpur - 440 025

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

Form No. MGT – 8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **DIFFUSION ENGINEERS LIMITED (CIN – U99999MH2000PLC124154)** (the company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made thereunder in respect of:
 1. its status under the Act;
 2. maintenance of registers/ records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within /~~beyond~~ the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members/ Security holders, as the case may be.
 6. No advances/ loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7. There were no contracts/ arrangements with related parties as specified in section 188 of the Act except the transactions in the ordinary course of business and which were at arm's length basis;
8. There were no issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, as may be applicable;
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub – sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re – appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them, as may be applicable;
13. appointment/ re – appointment of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, as may be applicable;
15. the company has not accepted/ renewed/ repaid any deposits during the year;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act, as may be applicable;
18. there had been no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the year.

Place : Mumbai
Date :

Madhav Kawde
Company Secretary
C.P. No. : 1892
UDIN –
PR Cert.No – 2317/2022

'Annexure A to Form MGT-8'

**To,
Diffusion Engineers Limited**

My Certificate on the Annual Return (Form MGT – 8) of even date is to be read along with following note.

Maintenance of Secretarial record is the responsibility of the management of the Company. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of records on test basis.

Madhav Kawde
Place : Mumbai
Date :

Company Secretary
C.P. No. : 1892
UDIN –
PR Cert.No – 2317/202