

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT 1ST EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE DIFFUSION ENGINEERS LIMITED [CIN – U99999MH2000PLC124154] FOR FINANCIAL YEAR 2024-25 WILL BE HELD ON MONDAY, 26th DAY OF AUGUST, 2024 AT 5:00 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”). THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT T-5 & 6, MIDC, HINGANA NAGPUR – 440 016 TO TRANSACT THE FOLLOWING BUSINESS: -

1. Appointment of Mr Sherry Samuel Oommen (DIN: 07059616) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors the consent of the members be and is hereby accorded for appointment of Mr. Sherry Samuel Oommen (DIN: 07059616), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for appointment in the capacity of an Independent Director of the Company, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from August 26, 2024.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorised to do all such acts, deed, matters and things, as they may in their absolute discretion deem necessary, proper or desirable including but not limited to filing the requisite Form DIR – 12 and settle any question, difficulty or doubt that may arise in the said regard.”



DIFFUSION ENGINEERS LIMITED

Regd. Office : T-5 & 6, M.I.D.C., Hingna Industrial Area, Nagpur - 440 016, Maharashtra, INDIA
[t] +91-7104-232890, 234727, 236772, CIN : U99999MH2000PLC124154
[e] info@diffusionengineers.com, [w] www.diffusionengineers.com GSTIN : 27AAACD8008L1ZK

Branches At : Ahmedabad • Chennai • Chittorgarh • Faridabad • Jamshedpur • Kolkata • Pune • Raipur • Secunderabad



2. Appointment of Ms. Deepali Sameer Bendre (DIN: 10753545) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors the consent of the members be and is hereby accorded for appointment of Ms. Deepali Sameer Bendre (DIN: 10753545), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for appointment in the capacity of an Independent Director of the Company, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from August 26, 2024.”

“RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorised to do all such acts, deed, matters and things, as they may in their absolute discretion deem necessary, proper or desirable including but not limited to filing the requisite Form DIR – 12 and settle any question, difficulty or doubt that may arise in the said regard.”

**By order of Board of Directors
Diffusion Engineers Limited**

**Date: 26th August, 2024
Place: Nagpur**

**Chanchal Jaiswal
Company Secretary
(Membership No-A67136)**



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NOTES:-

- a) The Ministry of Corporate Affairs ('MCA') has vide its General Circular no. 09/2023 dated September 25 2023 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 through VC/OAVM on Monday, August 26, 2024 at 5.00 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 EOGM of the Company will be held through the two-way Video Conferencing facility. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to click on the link provided. In case of any assistance with regards to using the technology before or during the meeting, please contact on the given Helpline number: 9158317943
- c) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this EOGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
- d) Corporate Members intending to appoint authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
- e) 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.
- f) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Item No.1 and 2 set out above is annexed hereto and forms part of this notice.
- g) The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.



- h) All Statutory registers and relevant documents referred to in this notice and the explanatory statement will be available for inspection by the members at the registered office of the Company up to the date of the EOGM and during the continuance of EOGM.
- i) The members can pose questions concurrently at the Meeting or they can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.



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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 and Item No.2 of the accompanying Notice dated 26th August 2024

Item No. 1 - Appointment of Mr. Sherry Samuel Oommen (DIN: 07059616) as an Independent Director.

The Board of Directors at its meeting held on 26th August 2024 had appointed Mr. Sherry Samuel Oommen (DIN: 07059616) as an Additional Independent Director of the Company.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Sherry Samuel Oommen (DIN: 07059616) to act as the Independent Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. On recommendation of the Nomination and Remuneration Committee, the board hereby recommends the appointment of Mr. Sherry Samuel Oommen (DIN: 07059616) as an Independent Director for a First term of five years with effect from 26th August 2024.

In the opinion of the Board, Mr. Sherry Samuel Oommen fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent of the management. Mr. Sherry possess skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively.

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 1 of the notice.

Except Mr. Sherry Samuel Oommen (DIN: 07059616), being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The details of Mr. Sherry Samuel Oommen (DIN: 07059616) in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is mentioned herein below:



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Age	43 years
Qualification	He has completed his Master Degree in Commerce from Aligarh Muslim University. He also holds a bachelor's degree in law from Bangalore University. He is also a member of the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India. He has also cleared the final exams of the Institute of Company Secretaries of India. He also has masters in International Taxation from NALSAR, Hyderabad.
Experience	He has over 20 years of experience in Tax including International Tax, Corporate Law, Commercial, Mercantile and Exchange Control Laws. He currently practices as an Advocate at various Courts/ Tribunals across India. He is a Partner with Msrs Omega Alliance, Advocates and Solicitors.
Terms and Conditions of appointment	Mr. Sherry Samuel Oommen will be appointed as Non-Executive, Independent Director.
Remuneration sought to be paid	Mr. Sherry will be entitled to sitting fees and commission as approved by Board of Directors.
Remuneration last drawn, if applicable	N. A
Date of first appointment on the Board	26 th August 2024
Details of shareholding in the Company	NIL
Details of relationship with other Directors, manager and Key Managerial Personnel	Not Applicable
Number of Board meetings attended during the year 2023-2024	Not Applicable
Details of Directorship in other Companies	NIL
Membership/Chairmanship of Committee of other boards	None



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Item No. 2 - Appointment of Ms. Deepali Sameer Bendre (DIN: 10753545) as an Independent Director.

The Board of Directors at its meeting held on 26th August 2024 had appointed Ms. Deepali Sameer Bendre (DIN: 10753545) as an Additional Independent Director of the Company.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Ms. Deepali Sameer Bendre (DIN: 10753545) to act as the Independent Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. On recommendation of the Nomination and Remuneration Committee, the board hereby recommends the appointment of Ms. Deepali Sameer Bendre (DIN: 10753545) as an Independent Director for a First term of five years with effect from 26th August 2024.

In the opinion of the Board, Ms. Deepali Sameer Bendre fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and she is independent of the management. Ms. Deepali Sameer Bendre possess skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively.

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 2 of the notice.

Except Ms. Deepali Sameer Bendre (DIN: 10753545), being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The details of Ms. Deepali Sameer Bendre (DIN: 10753545) in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is mentioned herein below:

Age	54 years
Qualification	<ul style="list-style-type: none">Member of the Institute of Chartered Accountants of IndiaM.COM from Pune University
Experience	With 20+ years of experience, Ms. Deepali Sameer Bendre specializes in Finance and Accounts. She is currently working as partner at Diwan and Dasture, Chartered Accountants .



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Terms and Conditions of appointment	Ms. Deepali Bendre will be appointed as Non-Executive, Independent Director.
Remuneration sought to be paid	Ms. Deepali Bendre will be entitled to sitting fees and commission as approved by Board of Directors.
Remuneration last drawn, if applicable	N. A
Date of first appointment on the Board	26 th August 2024
Details of shareholding in the Company	NIL
Details of relationship with other Directors, manager and Key Managerial Personnel	Not Applicable
Number of Board meetings attended during the year 2023-2024	Not Applicable
Details of Directorship in other Companies	NIL
Membership/Chairmanship of Committee of other boards	None

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

**Date: 26th August, 2024
Place: Nagpur**

**Chanchal Jaiswal
Company Secretary
(Membership No-A67136)**



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