

Form No. MGT – 7

ANNUAL RETURN

As on the financial year ended on 31/03/2023

Of

Diffusion Engineers Limited

[Pursuant to Section 92 (1) of the Companies Act, 2013  
And

Rule 11 (1) of the Companies (Management and Administration) Rules, 2014]

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  
NAGPUR  
Maharashtra  
440016  
India

(c) \* e – mail ID of the company

[info@diffusionengineers.com](mailto:info@diffusionengineers.com)

(d) \* Telephone No. 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 share listed on recognized Stock Exchanges(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

(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

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD  
SAKINAKA  
MUMBAI  
Maharashtra  
400072  
India

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

AGM is will be held on or before 30/09/2023

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

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, Transport equipment	87.11%
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	6.73%
3	G	Trade	G1	Wholesale Trading	6.16%

## III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURE)

\*No. of Companies for which information is to be given

07

Pre-fill

S. No	Name of the Company	CIN/FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1	DIFFUSION SUPER CONDITIONING SERVICES PRIVATE LIMITED	U51503MH1990PTC124545	Subsidiary	98.95%
2	NOWELCO INDUSTRIES PRIVATE LIMITED	U29309CT1999PTC013276	Subsidiary	66.95%
3	DIFFUSION HERNON ADHESIVE AND SEALANT PRIVATE LIMITED	U24297MH2012PTC234063	Subsidiary	95%
4	DIFFUSION ENGINEERS SINGAPORE PTE LTD	-	Subsidiary	100%
5	DIFFUSION WEAR SOLUTIONS PHILIPPINES INC.	-	Subsidiary	100%
6	MECDIFF SDN BHD	-	Associate	30%
7	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	5,000,000	3,737,467	3,737,467	3,737,467
Total amount of equity shares (in Rupees)	50,000,000	37,374,670	37,374,670	37,374,670

Number of classes

01

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity Shares	5,000,000	3,737,467	3,737,467	3,737,467
Nominal value per share (in Rupees)	10	10	10	10
Total amount of equity shares (in Rupees)	50,000,000	37,374,670	37,374,670	37,374,670

##### (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	0	0	0	0
Nominal value per share (in Rupees)	0	0	0	0
Total amount of preference shares (in Rupees)	0	0	0	0

(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			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	56,706	36,80,761	37,37,467	37,374,670	37,374,670	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights Issue	0	0	0	0	0	0
iii. Bonus Issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	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	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		0	0	0	0	0
NA	0					
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back 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	0	0	0	0
NA						

<b>At the end of the year</b>	56,706	36,80,761	37,37,467	37,374,670	37,374,670	0
<b>Preference shares</b>	0	0	0	0	0	0
<b>At the beginning of the year</b>	0	0	0	0	0	0
<b>Increase during the year</b>	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 NA	0	0	0	0	0	0
<b>Decrease during the year</b>	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 NA	0	0	0	0	0	0
<b>At the end of the year</b>	0	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 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="27/09/2022"/>
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Date of registration of transfer (Date Month Year)				<input type="text"/>
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	
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"/>
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	
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
<b>Total</b>			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
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the companies Act, 2013)**

(i) **Turnover**

2,44,07,39,376.04

(ii) **Net worth of the company**

1,36,66,21,328.68

**VI.(a) \*SHARE HOLDING PATTERN – Promoters**

Sr. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of Shares	Percentage
1	Individual / Hindu Undivided Family				
(i)	Indian	36,71,110	98.22	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	0	0	0	
<b>Total</b>		<b>36,71,110</b>	<b>98.22</b>	<b>0</b>	<b>0</b>

**Total number of Shareholders (promoters)**

6

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

Sr. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of Shares	Percentage
1	Individual / Hindu Undivided Family				
(i)	Indian	66,357	1.78	0	0.00
(ii)	Non-Resident Indian (NRI)	0	0	0	0.00
(iii)	Foreign National (other than NRI)	0	0	0	0.00
2	Government				
(i)	Central Government	0	0	0	0.00
(ii)	State Government	0	0	0	0.00
(iii)	Government Companies	0	0	0	0.00
3	Insurance Companies	0	0	0	0.00
4	Banks	0	0	0	0.00
5	Financial Institutions	0	0	0	0.00
6	Foreign Institutional Investors	0	0	0	0.00
7		0	0	0	0.00



	Mutual Funds				
8	Venture Capital	0	0	0	0.00
9	Body Corporate (not mentioned above)	0	0	0	0.00
10	Others	0	0	0	0.00
	<b>Total</b>	<b>66,357</b>	<b>1.78</b>	<b>0</b>	<b>0.00</b>

Total Number of shareholders (other than promoters)

15

Total number of shareholders (Promoters +Public  
Other than promoters)

21

(c) \*Details of Foreign Institutional Investors' (FIIs) holding shares of the company

**VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	As at beginning of the year	As at end of the year
Promoters	6	6
Members (Other than Promoters)	15	15
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
<b>A. Promoter</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>39.22</b>	<b>2.01</b>
<b>B. Non - Promoter</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>0.28</b>
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	2	0	0.28
<b>C. Nominee Directors representing</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(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	3	39.22	2.29

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date **4**

**(B) (i) \* Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/ PAN	Designation	Number of equity shares(s) held	Date of cessation (after closure of financial year: if any)
PRASHANT GARG	00049106	Managing Director	14,65,957	
AJAY MOTILAL JAIN	02815416	Director	10,000	
RENUKA GARG	02815373	Director	75,281	
ANITA AVINASH VIJAYAKAR	01190200	Director	500	

**(ii) Particulars of change in director(s) and key managerial personnel during the year**

**0**

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)
-	-	-	-	-

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meeting held

**01**

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2022	21	8	98.25%

**B. BOARD MEETINGS**

Number of meeting held

**05**

S No	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24/06/2022	4	4	100
2	21/09/2022	4	4	100
3	21/12/2022	4	4	100
4	10/03/2023	4	4	100
5	19/03/2023	4	4	100

**C. COMMITTEE MEETINGS**

Number of meeting held

**07**

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	24/06/2022	3	3	100
2	Audit Committee	21/09/2022	3	3	100
3	Audit Committee	21/12/2022	3	3	100
4	Audit Committee	19/03/2023	3	3	100
5	Nomination & Remuneration Committee	21/09/2022	3	3	100
6	Corporate Social Responsibility [CSR] Committee	21/09/2022	3	3	100
7	Corporate Social Responsibility [CSR] Committee	19/03/2023	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	AGM is scheduled to be held on
								(Y/ N/ NA)
1	PRASHANT GARG	4	4	100	6	6	100	
2	AJAY MOTILAL JAIN	4	4	100	5	5	100	
3	RENUKA GARG	4	4	100	3	3	100	
4	ANITA AVINASH VIJAYAKAR	4	4	100	7	7	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

01

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	PRASHANT GARG	Managing Director	1,66,50,000	25,00,000		7,02,000	1,98,52,000
	Total		<b>1,66,50,000</b>	<b>25,00,000</b>		<b>7,02,000</b>	<b>1,98,52,000</b>

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total			0	0		

Number of other directors whose remuneration details to be entered

03

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Renuka Garg	Director	0	350,000	0	0	350,000
2	Ajay Motilal Jain	Director	0	350,000	0	0	350,000
3	Anita Avinash Vijayakar	Director	0	350,000	0	0	350,000
	Total		0	1,050,000	0	0	1,050,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURE

\* 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

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#### XII. PENALTY AND PUNISHMENT – DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS

Nil

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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 compounding of (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**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

Madhav Kondaji Kawde

Whether associate of fellow

Associate

Fellow

Certificate of practice number

1892

**I/We certify that:**

- The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- 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 authorized 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:

- 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.
- 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

00049106

**To be digitally signed by**

Company Secretary

Company Secretary in practice

Membership number

3251

Certificate of practice number

1892

**Attachments**

1. **List of shareholders, debenture holders.**
2. **Approval letter for extension of AGM. – N.A**
3. **Copy of MGT-8**
4. **Optional Attachment(s), if any**

## LIST OF SHAREHOLDERS

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	14,54,722	Equity
			6		1,871	
Chitra		Garg		IN30133017552968	8,49,403	Equity
			5		250	
Mr. N.K.Garg (HUF)				IN30112716208755	2,97,897	Equity
Mr Nitin		Garg		IN30133017552925	9,82,322	Equity
Dr. Nitin Garg & Dr. Renuka Garg				IN30133021785333	75,281	Equity
Mr Prashant Garg & Mrs Neelu Garg				IN30133021657369	9,083	Equity
			144		281	Equity
Mrs Vidya		Nathan	37		29,532	Equity
Mr Alok	Gautam	Desai	84		15,886	Equity
Ajay Jain (HUF)				IN30021426388661	10,000	Equity
Mr Ashok		Mundhada	31		5,036	Equity
Mr T R	Uttam	Kumar	40		1,874	Equity
Mr Ajay		Patki	77		1,014	Equity
Mrs Sunila	H	Ledwani		IN30115113423194	600	Equity
Mrs Lata	Madhav	Kawde		IN30267930637259	500	Equity
Ms Anita		Vijayakar		IN30133040262562	500	Equity
Mr K	P	Suresh	69		375	Equity
Mr Anuj		Goel	119		300	Equity
Mr Harish	P	Ledwani		IN30115113423119	253	Equity
Mr P		Satheesh	68		187	Equity
Mrs Daksha		Jain		IN30021426384168	200	Equity
Mr Mahesh		Kabade	124		100	Equity
<b>Total</b>					<b>37,37,467</b>	

Madhav Kawde

**Company Secretary**

Office No.614, 7<sup>th</sup> Floor, Central Facility Building, A.P.M.C Fruit Market Complex,

Sector – 19, Vashi Turbhe, Navi Mumbai – 400 705

Tel: 022-49747847; Cell: 9820316292

Email: [csmadhavkawde@gmail.com](mailto:csmadhavkawde@gmail.com) / [madhavkawde@rediffmail.com](mailto:madhavkawde@rediffmail.com)

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**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, 2023. 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 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 No – 2317/2022**