

Form No. MGT – 7

ANNUAL RETURN

As on the financial year ended on 31/03/2022

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

(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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

AGM is scheduled to be held on

(b) Due date of AGM

30/09/2022

(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	
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	

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			
Equity shares						
At the beginning of the year	56,706	36,80,761	37,37,467	37,374,670	37,374,670	
Increase during the year	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					
Decrease during the year	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						

At the end of the year	56,706	36,80,761	37,37,467	37,374,670	37,374,670	0
Preference shares	0	0	0	0	0	0
At the beginning of the year	0	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 NA	0	0	0	0	0	0
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 NA	0	0	0	0	0	0
At the end of the year	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)*

As per annexure A

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"/>
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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
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
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	Total value
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		unit	
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**

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

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	
Total		36,71,110	98.22	0	0

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
	Total	66,357	1.78	0	0.00

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
A. Promoter	1	1	1	1	39.22	2.01
B. Non - Promoter	0	2	0	2	0	0.28
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	2	0	0.28
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	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	25/09/2021	21	7	47.49
Extra Ordinary General Meeting	07/03/2022	21	6	62.24

B. BOARD MEETINGS

Number of meeting held

04

S No	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	05/07/2021	4	4	100
2	24/09/2021	4	4	100
3	17/12/2021	4	4	100
4	30/03/2022	4	4	100

C. COMMITTEE MEETINGS

Number of meeting held

06

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	05/07/2021	3	3	100
2	Audit Committee	24/09/2021	3	3	100
3	Audit Committee	17/12/2021	3	3	100
4	Audit Committee	30/03/2022	3	3	100
5	Nomination & Remuneration Committee	17/12/2021	3	3	100
6	Corporate Social Responsibility [CSR] Committee	24/09/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S No	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 27/09/2022 (Y/ N/ NA)
		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 GARG	4	4	100	5	5	100	
2	AJAY MOTILAL JAIN	4	4	100	5	5	100	
3	RENUKA GARG	4	4	100	2	2	100	
4	ANITA AVINASH VIJAYAKAR	4	4	100	6	6	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	13,050,000	4,000,000		639,000	17,689,000
	Total		13,050,000	4,000,000		639,000	17,689,000

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**