

NOTICE

NOTICE is hereby given that an Extra - Ordinary General Meeting (EOGM) of Diffusion Engineers Limited [CIN - U99999MH2000PLC124154] ("Company"), will be held on Friday, 21st February, 2020 at 2.30 P.M. at T - 5 & 6, MIDC, Hingana, Nagpur - 440 038 to transact the following business:

SPECIAL BUSINESS

1. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re - enactment thereof for the time being in force, and Rules made thereunder and subject to necessary statutory approvals and modifications if any, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III (A) containing the Main Objects sub - clause no. 1.a to 1.e.

RESOLVED FURTHER THAT the existing Clause III (B) containing the "Objects Incidental or Ancillary to the attainment of Main Objects" sub - clause no. 2 to 44 be and is hereby stands deleted and replaced by New Clause III (B) "Matters which are necessary for furtherance of the Objects specified in Clause III(A) containing the sub - clause no. 2 to 44.

RESOLVED FURTHER THAT the existing Clause III (C) containing the "Other Objects" sub clause no. 45 to 55 be and is hereby also stands deleted in full.

RESOLVED FURTHER THAT Mr. N. K. Garg, Chairman & Managing Director, and or Mr. Prashant Garg Whole Time Director be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

2. Adoption of the Articles of Association as per the provisions of the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **SPECIAL RESOLUTION**:



DIFFUSION ENGINEERS LIMITED


Regd. Office : T-5 & 6, M.I.D.C., Hingna Industrial Area, Nagpur - 440 016, Maharashtra, INDIA
[t] 091-7104-232820, 234727, 236772 [f] 091-7104-232085, CIN : U99999MH2000PLC124154
[e] info@diffusionengineers.com, [w] www.diffusionengineers.com **GSTIN : 27AAACD8008L1ZK**

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to adopt the new set of Articles of Association containing, inter - alia, Article no. 1 to Article no. 88 in place of existing Articles of Association containing Article No. 1 to Article no. 173.

RESOLVED FURTHER THAT Mr. N. K. Garg, Chairman & Managing Director, and or Mr. Prashant Garg Whole Time Director be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.

By Order of the Board
For DIFFUSION ENGINEERS LIMITED

DIFFUSION ENGINEERS LTD.


N.K.GARG
(DIN - 00049074)

Chairman & Managing Director

Place: Nagpur

Date: 10th February, 2020.

Notes:-

- a) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member of the Company. The instrument appointing a proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- b) The meeting has been convened by giving a shorter notice than required under the Companies Act, 2013. The consent of requisite no of shareholders have been obtained.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 1**

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re - aligned as per the provisions of the new Act. Your directors' in its meeting held on 25th January, 2020 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a. Clause III(B)- Matters which are necessary for furtherance of the Objects specified in Clause III(A) by way of insertion(s)/ deletion(s)/ alteration(s);
- b. Clause III(C) - Other objects have been deleted;
- c. Other amendments required to align the existing memorandum of association with the provisions of the Companies act, 2013.

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Extraordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company . In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company. Your Directors recommend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives is interested or concerned, financially or otherwise, in the resolution set out at item no. 1.

ITEM NO. 2

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re - aligned as per the provisions of the new Act. The Board of Directors in its meeting held on 25th January,2020 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Extra - ordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company. In terms of Section 14 of

the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Your Directors recommend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives is interested or concerned, financially or otherwise, in the resolution set out at item no. 2.

By Order of the Board
For DIFFUSION ENGINEERS LIMITED

DIFFUSION ENGINEERS LTD.

N. K. Garg

(DIN - 00049074)

Chairman & Managing Director

Place: Nagpur

Date: 10th February, 2020.