



NOTICE OF EXTRA – ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra – Ordinary General Meeting of the Members of Diffusion Engineers Limited will be held at a shorter notice on Saturday, the 29th Day of July 2023 at 03 p.m., Physically and or through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') co – ordinated from the registered office of the company to transact the following business

1. Appointment of Statutory Auditors to fill casual vacancy:

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

"RESOLVED THAT pursuant to section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for appointment of PGS & Associates, Chartered Accountants (Firm Registration Number – 122384W) as Statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. P R Bhuta & Co., Chartered Accountants (Firm Registration No. 101471W) to hold office till the conclusion of 41st Annual General Meeting to be held in year 2023 and to conduct Statutory Audit for the period ended 31st March, 2023 at such remuneration as shall be fixed by the Board of Directors of the Company or any Committee thereof.

RESOLVED FURTHER THAT the Board of directors including any of its committee thereof, be and is hereby empowered and authorized to take such step, in relation to the above and to do all such acts, deed, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**By Order of the Board of Directors
For Diffusion Engineers Limited**


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

**Place: Nagpur
Date: 28th July, 2023**



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**

NOTES:

- 1.** The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.
- 2.** The deemed venue for EGM shall be the Corporate Office of the Company i.e. "T-5 & 6, MIDC, Hingana Nagpur - 440 038" and the proceedings of the EGM shall be deemed to be made thereat.
- 3.** The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.



EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the explanatory statement sets out all material facts relating to the business mentioned under Item No. 01 of the accompanying Notice dated 28th July, 2023.

The Board commends the passing of the Resolution at Item No.1 as a Ordinary Resolution.

M/s. P R Bhuta & Co., Chartered Accountants (Firm Registration No. 101471W) were appointed as Statutory Auditor of the Company at the Annual General Meeting held on 14th September, 2019 to hold office till the conclusion of 42nd Annual General Meeting.

M/s. P R Bhuta & Co., Chartered Accountants have tendered their resignation vide letter dated 17th July, 2023 from the position of Statutory Auditors as they are not Peer Reviewed Auditor, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on July 19, 2023, PGS & Associates, Chartered Accountants (Firm Registration Number - 122384W) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P R Bhuta & Co., Chartered Accountants (Firm Registration No. 101471W).

PGS & Associates have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors
For Diffusion Engineers Limited**

Chanchal

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