



DIFFUSION ENGINEERS LIMITED

TRANSCRIPT OF 42nd ANNUAL GENERAL MEETING HELD ON AUGUST 31ST, 2024 AT 3 P.M THROUGH VIDEO CONFERENCING

MS. CHANCHAL JAISWAL,

A very good afternoon to everyone. I, Chanchal Jaiswal, Company Secretary welcome you all to the 42nd Annual General Meeting of Diffusion Engineers Limited.

Members may note that this Annual General Meeting is being held through video conferencing in compliance with the circulars and directives issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013.

Members may also note that the participation through video conferencing is being reckoned for the purpose of quorum under Section 103 of the Act. As the requisite quorum of members is present, with the consent of Chairman Sir, I declare the meeting to be in order.

Now, let me introduce you all to the members of the Board and KMPs present with us today,

- 1) Mr. Prashant Garg, Chairman & Managing Director, attending the meeting through video conferencing from Nagpur.
- 2) Mr. Ajay Jain, Independent director, attending this meeting through video conferencing from Mumbai.
- 3) Ms. Anita Vijayakar, Independent director, attending this meeting from registered office of the company at Nagpur.
- 4) Dr. Nitin Garg, Additional Director, attending this meeting through video conferencing from Bhopal.
- 5) Ms. Chitra Garg, Director, attending this meeting through video conferencing from Bhopal.
- 6) Mr. Anil Trigunayat, Independent director, attending this meeting through video conferencing from Delhi.
- 7) Mr. Sherry Ommen Independent director, attending this meeting through video conferencing from Kochi.

8) Mr. Abhishek Mehta, Chief Financial Officer, attending the meeting from registered office of the company at Nagpur.

Ms. Deepali Bendre, Independent Director of company conveyed her inability to attend the meeting.

We also have with us Mr. Madhav Kawde, Practicing Company Secretary and Secretarial Auditor who is attending this meeting through video conferencing from Mumbai. Further the Statutory Auditors of the company are also attending this meeting through video conferencing from Mumbai.

The Notice of the Annual General Meeting has already been sent by electronic mode on 9th August 2024 to all the Members on their registered e-mail addresses.

I request the members to allow me to take the Notice convening this meeting and Auditors Report as read. The shareholders are further informed that the Statutory Register and Books, as required under the provisions of the Companies Act, 2013 have been kept at the meeting and are open for inspection to the members.

The members are appraised that, voting at this AGM will be by show of hands, unless poll is demanded. Now we move towards the agenda items as set forth in the Notice of AGM.

1. To receive, consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

Mr. NITIN GARG: I propose

MS. CHITRA GARG: I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

The ordinary resolution is passed unanimously.

2. To receive, consider and adopt the Audited Consolidated Financial Statements for the year ended March 31, 2024 together with the Reports of Auditors thereon.

MR AJAY JAIN: I propose

MR VINOD KUKERJA: I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

The ordinary resolution is passed unanimously.

3. To declare a final dividend of Rs.0.25/- per equity share for the year ended March 31, 2024.

MS. DAKSHA JAIN: I propose

MS. LATA KAWDE : I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

The ordinary resolution is passed unanimously.

4. To appoint a Director in place of Ms. Chitra Narendra Garg (DIN – 01784644) who retires from the office by rotation and being eligible, offers herself for re – appointment.

MS SARIKA DHOKNE: I propose

MR AJAY JAIN: I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

The ordinary resolution is passed unanimously.

5. Ratification of Remuneration payable to the Cost Auditors for the Financial Year 2024 – 2025

MR NITIN GARG: I propose

MS. CHITRA GARG: I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

The ordinary resolution is passed unanimously.

6. Appointment of Dr Nitin Garg [DIN – 08558736] as a Non-Executive Non-Independent Director of the Company

MR. ABHISHEK MEHTA: I propose

MS SARIKA DHOKNE: I second the resolution

MS. CHANCHAL JAISWAL: I now put the resolution to vote.

Those in favour may please raise their hands.

The ordinary resolution is passed unanimously.

We have taken up all the agenda items. With this we come to an end to the meeting.

On behalf of the Board of Directors and the management of Diffusion Engineers Limited, I convey our sincere thanks to all the Members for attending and participating in this meeting. We would like to extend our gratitude to Government Authorities, Bankers and all stakeholders for their assistance, co-operation and encouragement that they have extended to the company during the year. A sincere thanks and appreciation to the employees at all levels for their excellent all-around performance towards growth of the Company.

With permission of chair, I now declare the proceedings of this Annual General Meeting of the Company as concluded. Thank you.