

NOTICE is hereby given that the 38<sup>th</sup> Annual General Meeting of Diffusion Engineers Limited [CIN - U99999MH2000PLC124154] will be held on Wednesday, 30<sup>th</sup> September, 2020 at 3.00 p.m. at Registered Office of the Company at T-5 & 6, MIDC, Hingana, Nagpur - 440 016 and simultaneously co - ordinated through Video Conferencing ("VC") / other audio visual means ("OAVM") to transact the following business :-

**ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2020 and Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of Rs. 1.50 per equity share and to approve the interim dividend of Rs. 2.00 per equity share already paid during the year, for the year ended March 31, 2020.
3. To appoint a Director in place of Dr. Renuka Garg (DIN - 02815373) who retires from the office by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:-**

4. Appointment of Managing Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the provisions of Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, approval of the members of the company be and is hereby



**DIFFUSION ENGINEERS LIMITED**

Regd. Office & Works I : T-5 & 6, M.I.D.C., Hingna Industrial Area, Nagpur - 440016, Maharashtra, INDIA

[t] 091-7104-232820, 234727, 236772 [f] 091-7104-232085.

Works II : N-78 & 79, M.I.D.C., Hingna Industrial Area, Nagpur - 440016, Maharashtra, INDIA, [t] 091-7104-236036

Works III : T-12, M.I.D.C., Hingna Industrial Area, Nagpur - 440016, Maharashtra, INDIA, [t] 091-7104-232984

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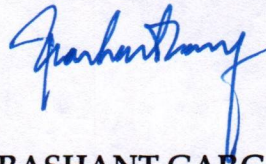
Branches At : Chennai • Faridabad • Jamshedpur • Pune • Raipur • Secunderabad • Vadodara



accorded to the appointment of Mr Prashant Garg [DIN: 00049106] as the Managing Director and Chairman of the company for a period of five years commencing from 16<sup>th</sup> March, 2020 and ending on 15<sup>th</sup> March, 2025, upon the terms and conditions including remuneration as decided by the Board of Directors upon the recommendation of the Nomination & Remuneration Committee with the authority to the Board of Directors and its Committees to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as the Board may deem fit and as may be acceptable to Mr Prashant Garg [DIN: 00049106] the Managing Director.

**"RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

For and on behalf of Board of Directors  
Diffusion Engineers Limited



**PRASHANT GARG**  
Director  
(DIN - 00049106)

Date: 28<sup>th</sup> September, 2020.  
Place: Nagpur



**Notes:-**

- a) In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 38<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting/ participation in the 38<sup>th</sup> AGM through VC/OAVM Facility.
- b) In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the MCA Circulars, the 38<sup>th</sup> AGM of the Company is being held at Registered Office and simultaneously through VC/OAVM on Wednesday, September 30, 2020 at 03.00 p.m. (IST). The venue of the proceedings of the 38<sup>th</sup> AGM shall be the Registered Office of the Company at T-5 & 6, MIDC, Hingana Nagpur - 440 016
- c) Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Item No.4 set out above is annexed hereto and forms part of this notice.
- d) All relevant documents referred to in this notice and the explanatory statement will be available for inspection by the members at the registered office of the Company during normal business hours on all working days [except Saturday(s) and Sunday(s) and public holiday(s)] up to the date of the AGM and during the continuance of AGM.



## ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Based on the recommendations of the Nomination and Remuneration Committee the Board of directors of the company at their meeting held on 16<sup>th</sup> March, 2020 appointed Mr. Prashant Garg [DIN: 00049106] as the Managing Director of the Company for a period of five years effective from 16<sup>st</sup> March 2020 subject to the approval of the shareholders.

Mr. Prashant Garg is a B.E Industrial engineering - he has been 2<sup>nd</sup> University Topper from Nagpur University and has done MBA from said Business School Oxford University. Mr. Prashant Garg is one of the Promoters of the Company and has been working as a Whole - Time Director for over 12 years. He is instrumental in the growth and expansion of the company in domestic as well as overseas market. In the recent past company has expanded in new geographies like Philippines, Singapore, Indonesia, Malaysia and the UK.

Brief Profile of Mr. Prashant Garg is as under: -

<b>Name</b>	Prashant Garg
<b>Age</b>	37 Years
<b>Qualification</b>	B.E Industrial engineering, MBA from Business School Oxford University
<b>Experience</b>	12+ years
<b>Date of first Appointment on the Board</b>	09-11-2003
<b>Shareholding in the Company</b>	Mr. Prashant Garg is holding 1,465,957 shares of company
<b>Relationship with other Directors of the Company</b>	Mr. Prashant Garg is son of Late N.K Garg who was Chairman and Managing Director of Company. Ms. Renuka Garg, non-executive director is sister-in-law of Mr. Prashant Garg.

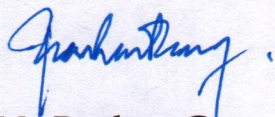


<b>Number of Board Meeting attended during the year</b>	During the financial year ended 31 <sup>st</sup> March 2020 Mr. Prashant Garg attended all the six-board held during the year.
<b>Details of remuneration last drawn</b>	During the financial year 2019-20 Mr. Prashant Garg received gross salary of Rs. 12,000,000/- and Commission worth Rs. 2,250,000/-
<b>Other Directorships, Membership/Chairmanship of committees of other Boards</b>	<p>Directorship in other companies:-</p> <ol style="list-style-type: none"> <li>1) Diffusion Herson Adhesive and Sealant Private Limited</li> <li>2) Nowelco Industries Private Limited</li> <li>3) Diffusion Super Conditioning Services Private Limited</li> <li>4) LSN Diffusion Limited</li> <li>5) Diffusion Wear Solutions Philippines Inc.</li> <li>6) Diffusion Engineers Singapore Pte Ltd</li> <li>7) Mecdiff SDN BHD</li> <li>8) Diffusion MGM Machines Private Limited</li> </ol>

The Board of Director recommends the relevant resolution for your consideration and approval as an Ordinary Resolution.

None of the Directors or their relatives are concerned or interested in the resolution, except to the extent of their shareholding in the Company.

**For Diffusion Engineers Limited**



**Mr. Prashant Garg**  
**Director**  
**(DIN- 00049106)**  
**3, Chaitriya, Pawanbhumi**  
**Somalwada, Nagpur - 440 025**