

DIFFUSION ENGINEERS LIMITED
Regd. Office: T-5 / 6, M.I.D.C. Indl. Area,
Hingna, Nagpur - 440 016

NOTICE is hereby given that the 37th Annual General Meeting of Diffusion Engineers Limited will be held on Saturday, 14th September, 2019 at the Company's Office at Plot No. N - 78 (Knowledge Centre) at 3.00 p.m. 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, 2019 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. 2.00 per equity share and to approve the interim dividend of Rs. 1.50 per equity share already paid during the year, for the year ended March 31, 2019.
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.
4. Appointment of Auditors:-

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/S. P. R. Bhuta & Co., Chartered Accountant, Mumbai (Firm Registration No - 101471W), be and is hereby re - appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Forty Second (42nd) Annual General Meeting of the Company (subject to re - appointment at every AGM), and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

SPECIAL BUSINESS:-

5. Appointment of Mr. Ajay Motilal Jain as an Independent Director of the Company

To consider and if thought fit to pass with or without modification(s) 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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Mr. Ajay Motilal Jain (DIN - 02815416), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(7) of the Act and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from 14th September, 2019 for a period of five years."

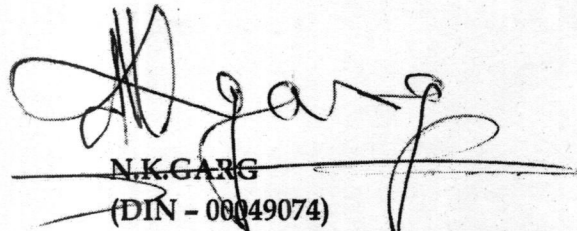
6. Appointment of Ms. Anita Avinash Vijayakar as an Independent Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Ms. Anita Avinash Vijayakar (DIN - 01190200), a non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in section 149(7) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 14th September, 2019 for a period of ~~three~~ years."

Five

By Order of the Board
For DIFFUSION ENGINEERS LIMITED


N.K.GARG
(DIN - 00049074)
Chairman & Managing Director

Place: Nagpur

Date: 19th August, 2019.

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 in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 ITEM NO. 5&6

Item no.5

On 22/08/2009 Mr. Ajay Motilal Jain (DIN - 02815416) was originally appointed as Director, further on 22nd September, 2014 he was re-appointed as Independent Director of the Company for the period of five years. He is being re-appointed for another term of five years as per the provisions of Section 149 of the Companies Act, 2013. He holds degree of B. Tech. (Chemical Engineering) from IIT Bombay.

Item no.6

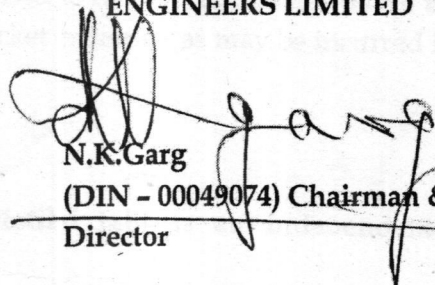
Ms. Anita Avinash Vijayakar (DIN 01190200) was appointed as an Additional Director with effect from 09/08/2014, pursuant to the provisions of section 161 of the Companies Act, 2013. Further on 22nd September, 2014 she was appointed as Independent Director of the Company for the period of five years. She is being re-appointed for another term of five years as per the provisions of Section 149 of the Companies Act, 2013. She holds post graduate degree in psychology, Masters in Industrial Relations and Personnel Management.

Except Mr. Ajay Jain, and Ms. Anita Avinash Vijayakar none of the Directors is concerned or interested in the Resolution.

Place: Nagpur

Date: 19th August, 2019.

By Order of the Board For DIFFUSION
ENGINEERS LIMITED


N.K.Garg
(DIN - 00049074) Chairman & Managing
Director