

**DIFFUSION ENGINEERS LIMITED**

(CIN: L99999MH2000PLC124154)

Registered Office: T-5 & 6, MIDC, Hingana, Nagpur, Maharashtra, India, 440016

Mobile No.: 9158317943

E-mail - [cs@diffusionengineers.com](mailto:cs@diffusionengineers.com) Website - [www.diffusionengineers.com](http://www.diffusionengineers.com)

Date 01-07-2025

Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001

Listing Department,  
National Stock Exchange of India Limited  
C-1, G-Block, Bandra - Kurla Complex  
Bandra (E), Mumbai – 400 051

**Scrip Code: 544264 Scrip Symbol: DIFFNKG  
ISIN: INE184001015**

**Subject.: Intimation of the Scrutinizer report pursuant to Regulation 30 & 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Dear Sir/Ma'am,

In furtherance to our letter dated May 30, 2025 and May 15, 2025 regarding notice of postal ballot (“Notice”) seeking the approval of the shareholders of Diffusion Engineers Limited (“Company”), please find enclosed the scrutinizer report dated June 30, 2025.

We hereby inform that shareholders of the Company have duly passed the special resolution for the items as set out in the Notice approving the following:

1. Approval of ‘Diffusion Engineers Limited – Employee Stock Option Scheme 2025’
2. Approved grant of Options to the employees of the subsidiary Company of the Company under ‘Diffusion Engineers Limited – Employee Stock Option Scheme 2025’
3. Approval for secondary acquisition of shares through Trust route for the implementation of ‘Diffusion Engineers Limited – Employee Stock Option Scheme 2025’
4. Approval for provision of money by the Company for purchase of its own Shares by the Trust under the ‘Diffusion Engineers Limited – Employee Stock Option Scheme 2025’

Further details of the voting results pursuant to Regulation 44 of the SEBI Listing Regulations is also enclosed .

The voting results along with the scrutinizer's report is also available on the website of the Company i.e. [www.diffusionengineers.com](http://www.diffusionengineers.com) and on the website of Central Depository Services (India) Limited (“CDSL”) i.e. [www.evotingindia.com](http://www.evotingindia.com)

**For DIFFUSION ENGINEERS LIMITED**

**Chanchal Jaiswal  
Company Secretary & Compliance Officer  
(Membership no. A67136)**

Enclosed as above



**Amit K. Rajkotiya**

M. Com., L.L.B., DFM, FCS  
Practising Company Secretary

1st Floor, Swapnil Swarnadi Apartments, Plot No. 363,  
M.A.K. Azad Road, Gandhi Nagar, Nagpur-440010  
E-mail : rajkotiyacs@gmail.com Cell : 98231 22521, (O) 2545670

**Scrutinizer's Report**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of  
The Companies (Management and Administration) Rules, 2014, as amended]**

To,  
The Chairman  
**DIFFUSION ENGINEERS LIMITED**  
T-5 & 6, MIDC, Hingana,  
Nagpur - 440016


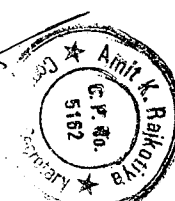
Dear Sir,

I, Amit K. Rajkotiya, Practising Company Secretary, (C.P. No. 5162) having office at 1<sup>st</sup> Floor, Swapnil Swarnadi Apartments, Plot No. 363, M.A.K. Azad Road, Gandhi Nagar, Nagpur-440010, have been appointed as Scrutinizer to scrutinize the e-voting process for the postal ballot, through electronic voting ("remote e-voting") conducted by the company in respect of the following Special resolutions;

1. Approval of 'Diffusion Engineers Limited – Employee Stock Option Scheme 2025'
2. Consider and approve grant of Options to the employees of the subsidiary Company of the Company under 'Diffusion Engineers Limited – Employee Stock Option Scheme 2025'
3. Approval for secondary acquisition of shares through Trust route for the implementation of 'Diffusion Engineers Limited – Employee Stock Option Scheme 2025'
4. Approval for provision of money by the Company for purchase of its own Shares by the Trust under the 'Diffusion Engineers Limited – Employee Stock Option Scheme 2025'

Pursuant to the postal ballot notice dated **30<sup>th</sup> May 2025** ("Notice") issued under provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 & 22 of Companies (Management and Administration) Rules, 2014 ("Rules") read with the General Circular No. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 22/2020 dated June 15, 2020, General Circular no. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021, General Circular no. 20/2021 dated December 08, 2021, General Circular no. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA Circulars") read with applicable SEBI circulars.

The Postal Ballot Notice dated **30<sup>th</sup> May 2025** along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolutions, as confirmed by the

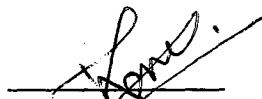
Company, was sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on **Friday, May 16, 2025** (“Cut-Off date”).

The Company has availed the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility.

The shareholders of the Company holding shares as on the ‘Cut-Off’ date of **Friday, May 16, 2025** were entitled to vote on the resolutions as contained in the Notice.

The remote e-voting period commenced from **9.00 a.m. (IST)** on **Saturday, May 31, 2025** and ended at **5.00 p.m. (IST)** on **Sunday, June 29, 2025**. The e-voting module was disabled by CSDL thereafter.

The votes cast during the remote e-voting were thereafter unblocked on Monday, June 30, 2025 at 10.55 AM after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Mr. Ajay Rana and Mr. Vijendra Nadar, who are not in the employment of the Company and / or Central Depository Services (India) Limited” (“CDSL”). They have signed below in confirmation of the same.



Mr. Ajay Rana



Mr. Vijendra Nadar

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of CSDL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules made there under and the MCA Circulars relating to remote e-voting on the Resolutions contained in the Postal Ballot Notice.

My responsibility as scrutinizer for the postal ballots through remote e-voting is restricted to making a consolidated Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. **Friday, May 16, 2025** as per the Register of Members of the Company/List of Beneficial Owners of the Company has received from the Depositories/Company’s Registrar and Transfer Agent.

I now submit my Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolutions as under:


**Resolution 1: Special Resolution**

Approval of 'Diffusion Engineers Limited – Employee Stock Option Scheme 2025'

(i) Voted in favour of the resolution:


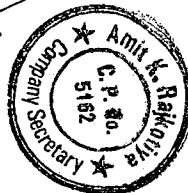
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
91	30126883	99.96%

(ii) Voted against of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	11150	0.04%

(iii) Invalid votes:

Total number of members voted whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution 2: Special Resolution**

Consider and approve grant of Options to the employees of the subsidiary Company of the Company under 'Diffusion Engineers Limited – Employee Stock Option Scheme 2025'

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
90	30126863	99.96%


(i) Voted against of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	11170	0.04%

(i) Invalid votes:

Total number of members voted whose votes were declared invalid	Number of invalid votes cast by them
0	0

*A.K.P.*



**Resolution 3: Special Resolution**

Approval for secondary acquisition of shares through Trust route for the implementation of 'Diffusion Engineers Limited – Employee Stock Option Scheme 2025'

(i) Voted in favour of the resolution:

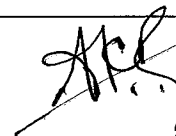
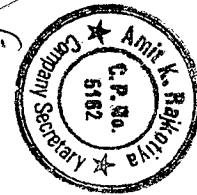
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
91	30126883	99.96%

(i) Voted against of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	11150	0.04%

(i) Invalid votes:

Total number of members voted whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution 4: Special Resolution**

Approval for provision of money by the Company for purchase of its own Shares by the Trust under the 'Diffusion Engineers Limited – Employee Stock Option Scheme 2025'

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
92	30126897	99.96%

(i) Voted against of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	11136	0.04%

(i) Invalid votes:

Total number of members voted whose votes were declared invalid	Number of invalid votes cast by them
0	0


CS Amit K. Rajkotiya  
Practicing Company Secretaries  
Scrutinizer  
FCS 5561CP No: 5162  
PR No.:2272/2022  
UDIN:F005561G000683095

Place: Nagpur  
Dated: 30/06/2025

Counter signed by





Charchal Jaiswal  
Company Secretary and  
Compliance Officer  
Diffusion Engineers Limited

General information about company	
Scrip code	544264
NSE Symbol	DIFFNKG
MSEI Symbol	NOTLISTED
ISIN	INE184O01015
Name of the company	DIFFUSION ENGINEERS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-06-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Amit K Rajkotiya
Firms Name	NA
Qualification	CS
Membership Number	5561
Date of Board Meeting in which appointed	15-05-2025
Date of Issuance of Report to the company	30-06-2025

Voting results	
Record date	16-05-2025
Total number of shareholders on record date	22950
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>4</b>

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of Diffusion Engineers Limited Employee Stock Option Scheme 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26086970	26064570	99.9141	26064570	0	100.0000	0.0000
	Poll							
	Postal Ballot							
	<b>Total</b>		26086970	26064570	99.9141	26064570	0	100.0000
Public-Institutions	E-Voting	3101164	3085277	99.4877	3085277	0	100.0000	0.0000
	Poll							
	Postal Ballot							
	<b>Total</b>		3101164	3085277	99.4877	3085277	0	100.0000
Public-Non Institutions	E-Voting	8238125	988186	11.9953	977036	11150	98.8717	1.1283
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		8238125	988186	11.9953	977036	11150	98.8717
<b>Total</b>		37426259	30138033	80.5264	30126883	11150	99.9630	0.0370
<b>Whether resolution is Pass or Not.</b>							Yes	

## Resolution (2)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consider and approve grant of Options to the employees of the subsidiary Company of the Company under Diffusion Engineers Limited Employee Stock Option Scheme 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26086970	26064570	99.9141	26064570	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	26086970	26064570	99.9141	26064570	0	100.0000	0.0000
Public-Institutions	E-Voting	3101164	3085277	99.4877	3085277	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3101164	3085277	99.4877	3085277	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8238125	988186	11.9953	977016	11170	98.8696	1.1304
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	8238125	988186	11.9953	977016	11170	98.8696	1.1304
<b>Total</b>		37426259	30138033	80.5264	30126863	11170	99.9629	0.0371
<b>Whether resolution is Pass or Not.</b>							Yes	

### Resolution (3)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for secondary acquisition of shares through Trust route for the implementation of Diffusion Engineers Limited Employee Stock Option Scheme 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	26086970	26064570	99.9141	26064570	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	26086970	26064570	99.9141	26064570	0	100.0000	0.0000
Public-Institutions	E-Voting	3101164	3085277	99.4877	3085277	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3101164	3085277	99.4877	3085277	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8238125	988186	11.9953	977036	11150	98.8717	1.1283
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	8238125	988186	11.9953	977036	11150	98.8717	1.1283
<b>Total</b>		37426259	30138033	80.5264	30126883	11150	99.9630	0.0370
<b>Whether resolution is Pass or Not.</b>							Yes	

## Resolution (4)

<b>Resolution required: (Ordinary / Special)</b>				Special				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				Approval for provision of money by the Company for purchase of its own Shares by the Trust under the Diffusion Engineers Limited Employee Stock Option Scheme 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	26086970	26064570	99.9141	26064570	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	26086970	26064570	99.9141	26064570	0	100.0000	0.0000
<b>Public-Institutions</b>	E-Voting	3101164	3085277	99.4877	3085277	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	3101164	3085277	99.4877	3085277	0	100.0000	0.0000
<b>Public- Non Institutions</b>	E-Voting	8238125	988186	11.9953	977050	11136	98.8731	1.1269
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	8238125	988186	11.9953	977050	11136	98.8731	1.1269
<b>Total</b>		37426259	30138033	80.5264	30126897	11136	99.9631	0.0369
<b>Whether resolution is Pass or Not.</b>							Yes	