

**Form No. MGT-7**

**ANNUAL RETURN**

**As on the financial year ended on 31/03/2021**

**Of**

**Diffusion Engineers Limited**

[Pursuant to Section 92(1) of the Companies Act, 2013  
And

Rule 11(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

(i) Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

Permanent Account Number (PAN) of the company.

(ii) (a) Name of The Company

(b) Registered Office Address

T-5 & 6, MIDC,  
HINGANA  
NAGPUR  
Maharashtra  
440016  
India

(c) \*E-Mail ID of the Company

(d) \*Telephone No. with STD Code

(e) Website

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether Company is having  Yes  No

Share Capital

- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(a) details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

- (b) CIN of the Registrar and Transfer Agent  
Name of the Registrar and Transfer Agent

U99999MH1994PTC076534

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR R  
SAKINAKA  
MUMBAI  
Maharashtra  
400072  
India

- (vii) Financial Year From date 01/04/2020 (DD /MM/YYYY) To date 31/03/2021 (DD /MM/YYYY)

- (viii) Whether Annual General Meeting (AGM) held :-  Yes  No

a) If Yes, date of AGM 25/09/2021

b) Due Date of AGM 30/09/2021

- c) Whether Any Extension For AGM granted  Yes  No

d) if yes, provide the Service Request Number of the application Form filed for extension

e) Extended Due Date after grant of Extension

Pre - fill

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of Business Activities 2

Sr. No	Main Activity group Code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of Total Turnover of Company
1	C	Manufacturing	C10	Electrical equipment, General	93.85%

				Purpose and Special purpose Machinery & equipment, Transport equipment	
2	C	Manufacturing	C12	Repair & installation of machinery & equipment, motor vehicles	6.15%

### III. PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

\*No. of Companies for which information is to be given

7

Sr. No	Name of the Company	CIN/FCRN	Holding/ Subsidiary / Joint Venture/Associate	% of Shares held
1	DIFFUSION SUPER CONDITIONING SERVICES PRIVATE LIMITED	U51503MH1990PTC124545	Subsidiary	98.95
2	NOWELCO INDUSTRIES PRIVATE LIMITED	U29309CT1999PTC013276	Subsidiary	66.95
3	DIFFUSION HERNON ADHESIVE AND SEALANT PRIVATE LIMITED	U24297MH2012PTC234063	Subsidiary	95
4	DIFFUSION ENGINEERS SINGAPORE PTE LTD		Subsidiary	100
5	DIFFUSION WEAR SOLUTIONS PHILIPPINES INC.		Subsidiary	100
6	MECDIFF SDN BHD		Associate	30
7	LSN DIFFUSION LIMITED		Associate	21.56

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity Share Capital

Particulars	Authorized Capital	Issued Capital	Subscribed Capital	Paid Up Capital
Total Number of Equity Shares	5,000,000	3,737,467	3,737,467	3,737,467
Total amount of Equity Shares (in rupees)	50,000,000	37,374,670	37,374,670	37,374,670

Number of Classes – 1

Class of Shares Equity	Authorized Capital	Issued Capital	Subscribed Capital	Paid up Capital
Number of Equity Shares	5,000,000	3,737,467	3,737,467	3,737,467
Nominal Value Per Share (in rupees)	10	10	10	10
Total amount of Equity Shares (in rupees)	50,000,000	37,374,670	37,374,670	37,374,670

**b. Preference Share Capital**

Particulars	Authorized Capital	Issued Capital	Subscribed Capital	Paid up Capital
Total Number of Preference Shares	0	0	0	0
Total amount of Preference Shares (in rupees)	0	0	0	0

Number of Classes:

Class of Shares	Authorized Capital	Issued Capital	Subscribed Capital	Paid up Capital
Number of Preference Shares				
Nominal Value Per Share (in rupees)				
Total amount of Preference Shares (in rupees)				

**c. Unclassified Share Capital**

Particulars	Authorized Share Capital
Total Amount of Unclassified shares	0

**d. Break up of paid up share capital**

Class of Shares	Number of Shares			Total Nominal Amount	Total Paid-up Amount	Total Premium
	Physical	Demat	Total			
<b>Equity Shares</b>						
<b>At the Beginning of the Year</b>	<b>56,706</b>	<b>36,80,761</b>	<b>37,37,467</b>	<b>37,374,670</b>	<b>37,374,670</b>	<b>0</b>
<b>Increase during the Year</b>						
i) Public Issue	0	0	0	0	0	0
ii) Right Issue	0	0	0	0	0	0
iii) Bonus Issue	0	0	0	0	0	0
iv) Private Placement/ Preferential Allotment	0	0	0	0	0	0
v) ESOPs	0	0	0	0	0	0

vi) Sweat Equity Shares Allotted	0	0	0	0	0	0
vii) Conversion of Preference Shares	0	0	0	0	0	0
viii) Conversion of Debentures	0	0	0	0	0	0
ix) GDRs/ADRs	0	0	0	0	0	0
x) Others, specify N.A	0	0	0	0	0	0
<b>Decrease during the year</b>						
i) Buy-Back of Shares	0	0	0	0	0	0
ii) Shares Forfeited	0	0	0	0	0	0
iii) Reduction of Share Capital	0	0	0	0	0	0
iv) Others, Specify NA	0	0	0	0	0	0
<b>At the end of Year</b>	<b>56,706</b>	<b>36,80,761</b>	<b>37,37,467</b>	<b>37,374,670</b>	<b>37,374,670</b>	<b>0</b>
<b>Preference Shares</b>						
<b>At the Beginning of the Year</b>	0	0	0	0	0	0
<b>Increase during the Year</b>	0	0	0	0	0	0
i) Issues of Shares	0	0	0	0	0	0
ii) Re-Issue of Forfeited Shares	0	0	0	0	0	0
iii) Others, Specify NA	0	0	0	0	0	0
<b>Decrease during the year</b>						
i) Redemption of Shares	0	0	0	0	0	0
ii) Shares Forfeited	0	0	0	0	0	0
iii) Reduction of Share Capital	0	0	0	0	0	0
iv) Others, Specify NA	0	0	0	0	0	0
<b>At the end of Year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**ISIN of the equity shares of the Company: INE184O01015**

**(ii) Details of Stock Split/Consolidation during the year( for each class of shares ):**

**0**

Class of Shares		(i)	(ii)	(iii)
Before Split/Consolidation	Number of shares	0	0	0

	Face Value Per Share	0	0	0
After Split/Consolidation	Number of shares	0	0	0
	Face Value Per Share	0	0	0

**(iii) Details of Shares/Debentures Transfer since closure date of last Financial year (or in the case of first return at any time since the incorporation of the company) \***

Nil

Details being provided in CD/Digital Media  Yes  No  Not Applicable

Separate Sheet attached for details of transfers  Yes  No

**Note:** In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of previous Annual General Meeting – <b>30/09/2020</b>			
Date of Registration (Date Month Year) - 19/02/2021			
Type of Transfer	Equity	1. Equity 2. Preference 3. Debentures 4. Stock	
Number of Shares/ Debentures/Units Transferred: 500		Amount Per Share/Debenture/unit in Rupees: 10	
Ledger Folio of Transferor - IN30112716208755			
Transferor's Name	HUF	Garg	N K
	Surname	Middle name	First name
Ledger Folio of Transferee - IN30133040262562			
Transferee's Name	Vijayakar		Anita
	Surname	Middle name	First name

Date of Registration of Transfer of Shares			
Type of Transfer		1. Equity 2. Preference 3. Debentures 4. Stock	
Number of Shares/ Debentures Transferred:		Amount Per Share in Rupees:	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	Middle name	First name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	Middle name	First name

**iv) Debentures (Outstanding as at the end of the financial year)**

Particulars	Number of Units	Nominal Value Per Unit	Total Value
Non - Convertible Debentures	0	0	0
Partly Convertible Debentures	0	0	0
Fully Convertible Debentures	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**Details of Debentures**

Class of Debentures	Outstanding as at the Beginning	Increase during the	Decrease during the	Outstanding as at the end of
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	of the year	year	year	the year
Non - Convertible Debentures	0	0	0	0
Partly Convertible Debentures	0	0	0	0
Fully Convertible Debentures	0	0	0	0

v) Securities (Other than Shares and Debentures)

Type of Securities	Number of Securities	Nominal Value of each unit	Total Nominal Value	Paid Up Value of each Unit	Total Paid Up Value
<b>Total</b>					

**V. \* Turnover and net worth of the Company (as defined under Companies Act, 2013)**

i) Turnover

ii) Net worth of the Company

**VI. (a) \*SHARE HOLDING PATTERN- Promoters**

S. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of Shares	Percentage
1.	Individual/HUF				
	(i) Indian	36,71,110	98.22	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate(not mentioned above)			0	0
10.	Others <input type="text" value="N.A"/>				
		0	0	0	0
	<b>Total</b>	36,71,110	98.22	<b>0</b>	<b>0</b>

Total Number of Shareholders (Promoters)

**(b) \* SHARE HOLDING PATTERN- Public/ Other than promoters**

Sr. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of Shares	Percentage
1.	Individual/HUF				
	(i) Indian	66,357	1.78	0	0
	(ii) Non-resident Indian (NRI)			0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate(not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	NA				
	<b>Total</b>	<b>66,357</b>	<b>1.78</b>	<b>0</b>	<b>0</b>

**Total Number of Shareholders (other than promoters)**

15

**Total Number of Shareholders (Promoters + Public/Other than promoters)**

21

**(c) Details of Foreign institutional investors' (FIIs) holding shares of the company -**

The details of Foreign Institutional Investors (FIIs) holding shares of the Company are provided in

**VII. \* NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)**

Details	As at beginning of the year	As at end of the year
Promoters	4	6
Members (other than promoters)	14	15
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by the directors as at the end of year	
	Executive	Non-Executive	Executive	Non-Executive	Executive	Non-Executive



<b>A. Promoter</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>1</b>	<b>39.22</b>	<b>2.01</b>
<b>B. Non-Promoter</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>0.28</b>
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	2	0	0.28
<b>C. Nominee Directors Representing</b>						
i) Banks & FIs	0	0	0	0	0	0
ii) Investing Institutions	0	0	0	0	0	0
iii) Government	0	0	0	0	0	0
iv) Small shareholders	0	0	0	0	0	0
v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>3</b>	<b>1</b>	<b>3</b>	<b>39.22</b>	<b>2.29</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

4

4

(B) (i) \* Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year, if any)
PRASHANT GARG	00049106	Managing Director	14,65,957	
AJAY MOTILAL JAIN	02815416	Director	10,000	
RENUKA GARG	02815373	Director	75,281	
ANITA AVINASH VIJAYAKAR	01190200	Director	500	

0

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	DIN/PAN	Designation at the beginning /during the financial year	Date of appointment/ change in designation/ Cessation	Nature of change (Appointment/ change in designation /Cessation)
--	-	-	-	-

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS

Number of meetings held:

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2020	18	10	98.65%

### B. BOARD MEETINGS

Number of meetings held:

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11.07.2020	4	4	100
2	28.09.2020	4	4	100
3	23.12.2020	4	4	100
4	20.03.2021	4	4	100

### C.COMMITTEE MEETINGS

Number of meetings held:	<b>6</b>
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S. No.	Type of meeting	Date of meeting	Total Number of members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	11/07/2020	3	3	100
2	Audit Committee	28/09/2020	3	3	100
3	Audit Committee	23/12/2020	3	3	100
4	Audit Committee	20/03/2021	3	3	100
5	Nomination & Remuneration Committee	28/09/2020	3	3	100
6	CSR Committee	28/09/2020	3	3	100

**1**

### D. \*ATTENDANCE OF DIRECTORS

Sr. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		No. of meetings which was entitled to attend	No. of meetings attended	% of attendance	No. of meetings which was entitled to attend	No. of meetings attended	% of attendance	
1	PRASHANT GARG	4	4	100	5	5	100	Yes
2	AJAY MOTILAL JAIN	4	4	100	5	5	100	Yes
3	RENUKA GARG	4	4	100	2	2	100	Yes
4	ANITA AVINASH VIJAYAKAR	4	4	100	6	6	100	Yes

### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole - time Directors and/or Manager whose remuneration details to be Entered

Sr No	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1	Prashant Garg	Managing Director	12,000,000	38,00,000	0	0	15,800,000
	<b>Total</b>		<b>12,000,000</b>	<b>38,00,000</b>	<b>0</b>	<b>0</b>	<b>15,800,000</b>

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

Sr. No	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
	<b>Total</b>			<b>0</b>	<b>0</b>		

Number of other directors whose remuneration details to be entered

3

Sr. No	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat Equity	Others	Total Amount
1	Renuka Garg	Director	0	2,50,000	0	0	2,50,000
2	Ajay Motilal Jain	Director	0	2,50,000	0	0	2,50,000
3	Anita Avinash Vijayakar	Director	0	2,50,000	0	0	2,50,000
	<b>Total</b>		<b>0</b>	<b>7,50,000</b>	<b>0</b>	<b>0</b>	<b>7,50,000</b>

## XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

### A. CERTIFICATION OF COMPLIANCES

A. Whether company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year.  Yes  No

B. If No, give details along with the reasons/observations

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## XII. PENALTY AND PUNISHMENT- DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS/OFFICERS  Nil

Name of the company/ directors/ officers	Name of the count/ concerned Authority	Date of Order	Name of the act and section under which penalized /punished	Details of penalty/ punishment	Details of appeal (if any) including present status

**(B) DETAILS OF COMPOUNDING OF OFFENCES** Nil

Name of the company/ directors/ officers	Name of the count/ concerned Authority	Date of Order	Name of the act and section under which penalized /punished	Particulars of offence	Amount of compounding (in rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment  
(Yes / No) -**

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in form MGT--8.

Name

**Madhav Kondaji Kawde**

Whether associate or fellow

Associate

Fellow ✓

Certificate of practice number

**1892****I/We certify that:**

- The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued by invitation to the public to subscribe for any securities of the company.
- Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub – section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**Declaration**

I am authorized by the board of Directors of the company vide resolution no. **01** dated **24/09/2021** (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form

**Note: Attention is also drawn to the provisions of section 447, section 448 and 449 of the companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

00049106

**To be digitally signed by**

- Company Secretary
- Company Secretary in practice ✓

Membership number

3251

Certificate of practice number

1892

**Attachments**

- 1. List of shareholders, debenture holders.**
- 2. Approval letter for extension of AGM. – N.A**
- 3. Copy of MGT-8**
- 4. Optional Attachment(s), if any**