



Please scan this QR code to view the DRHP and this Corrigendum.

DIFFUSION

Innovative superconditioning solutions

DIFFUSION ENGINEERS LIMITED

Our Company was incorporated under the provisions of the Companies Act, 1956 with the name "Diffusion Engineers Private Limited" pursuant to certificate of incorporation dated November 05, 1982 issued by Registrar of Companies, Maharashtra. Further, pursuant to resolutions passed by our Board of Directors at its meeting held on May 06, 1995 and by our Shareholders at the extra-ordinary general meeting held on May 17, 1995, our Company was converted into a public limited company. Consequently, our name was changed to "Diffusion Engineers Limited" and a fresh Certificate of Incorporation dated July 03, 1995, was issued by the Registrar of Companies, Karnataka at Bangalore. For details in relation to the change in our Registered Office of our Company, see "History and Certain Corporate Matters" beginning on page 269 of the Draft Red Herring Prospectus dated April 27, 2024 ("DRHP") filed with the Securities and Exchange Board of India ("SEBI").

Registered Office: T-5 & T-6, Nagpur Industrial Area, MIDC, Hingna, Nagpur - 440016 Maharashtra; **Telephone:** +91 9158317943;

Contact Person: Chanchal Jaiswal, Company Secretary and Compliance Officer; **E-mail:** cs@diffusionengineers.com; **Website:** www.diffusionengineers.com

Corporate Identity Number: U99999MH2000PLC124154

OUR PROMOTERS: PRASHANT GARG, DR. NITIN GARG AND CHITRA GARG

INITIAL PUBLIC OFFER OF UP TO 9,847,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF DIFFUSION ENGINEERS LIMITED ("COMPANY OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ [●] MILLION ("ISSUE"). THIS ISSUE INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL) FOR PURCHASE BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WOULD CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL. OUR COMPANY IN CONSULTATION WITH THE BRLM, MAY OFFER A DISCOUNT OF UP TO [●]% (EQUIVALENT TO ₹ [●] PER EQUITY SHARE) TO THE ISSUE PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

THE FACE VALUE OF EQUITY SHARES IS ₹ 10 EACH. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, EMPLOYEE DISCOUNT AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] AND ALL EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH DAILY NEWSPAPER AND HINDI DAILY NEWSPAPER, AND [●] EDITIONS OF THE MARATHI REGIONAL NEWSPAPER (MARATHI BEING THE REGIONAL LANGUAGE OF MAHARASHTRA, WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

NOTICE TO INVESTORS – CORRIGENDUM TO THE DRHP (CORRIGENDUM)

With reference to the DRHP, Bidders should note the following events which have occurred subsequent to the filing of the DRHP:

- Dr. Renuka Garg aged 48 years, a Non-Executive Director of our Company has tendered her resignation with effect from July 23, 2024. Our Board of Directors through a resolution dated July 23, 2024, has taken on record the resignation of Dr. Renuka Garg as a Non-Executive Director.
- Our Company has appointed Dr. Nitin Garg as an Additional Non-Executive Director on our Board through Board resolution dated July 23, 2024.

Set out below is certain relevant information pertaining to Dr. Nitin Garg, Additional Non-Executive Director of our Company.

Name, designation, address, occupation, period of directorship, current term, date of birth and DIN	Age (years)	Other Directorships
Dr. Nitin Garg Designation: Additional Non-Executive Director Address: Flat No. C 1/404, Paras Urbane Park, Rohit Nagar, Bawadiya Kalan, Huzur, Bhopal, Madhya Pradesh – 462039. Occupation: Professional Period of Directorship: Director since July 23, 2024 Term: Up to the Annual General Meeting to be held for FY 2023-24 Date of Birth: September 17, 1976 DIN: 08558736	47	Indian Companies: <ul style="list-style-type: none"> N K GARG Foundation Diffusion Heron Adhesive and Sealant Private Limited Nowelco Industries Private Limited BTSG Awareness Foundation Cenos Health Care Private Limited Foreign Companies: <ul style="list-style-type: none"> Nil

Brief Profile of Dr. Nitin Garg

Dr. Nitin Garg aged 47 years, is the Additional Non-Executive Director of our Company. He holds a bachelor's degree in medicine and a bachelor's degree in surgery from Nagpur University. He also holds a master's degree in general surgery from Manipal Academy of Higher Education, a master's degree in neurosurgery from National Institute of Mental Health and Neuro Sciences and has a Fellowship from the University of Pittsburgh. He is currently practicing as a neurosurgeon in Bhopal. He has founded BTSG Awareness Foundation, a non-profit organization and CENOS Health Care Private Limited.

Details of Litigation involving Dr. Nitin Garg:

i. Litigations against Dr. Nitin Garg



- Criminal proceedings - Nil
- Civil proceedings - Nil
- Outstanding actions by statutory and / or regulatory authorities - Nil
- Tax proceedings

Nature of the case	Number of cases	Total amount involved (in ₹ million)
Direct tax litigations	2	3.19
Indirect tax litigations	-	-
Total	2	3.19

ii. Litigations initiated by Dr. Nitin Garg

- Criminal proceedings - Nil
- Civil proceedings - Nil

Please note that this Corrigendum does not reflect all the changes that have occurred between the date of filing of the DRHP with SEBI and the Stock Exchanges and the date hereof, and accordingly, does not include all the changes and / or updates that will be included in the Red Herring Prospectus and the Prospectus. Corresponding changes will be made in "Our Management" and other relevant sections of the DRHP. The information in this Corrigendum supplements and supersedes the information provided in the DRHP to the extent inconsistent with the information in the DRHP and accordingly, relevant references in the DRHP stand updated pursuant to this Corrigendum. Information included in the DRHP will be suitably updated, including to the extent stated in this Corrigendum, as may be applicable in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges. Potential Bidders should read this Corrigendum in conjunction with the DRHP.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER
 <p>UNISTONE UNISTONE CAPITAL PRIVATE LIMITED A/305, Dynasty Business Park Andheri-Kurla Road, Andheri East, Mumbai – 400 059. Telephone: +91 022-46046494 Email: mb@unistonecapital.com Investor grievance email: compliance@unistonecapital.com Contact Person: Brijesh Parekh; Website: www.unistonecapital.com SEBI registration number: INM000012449 CIN: U65999MH2019PTC330850</p>	 <p>BIGSHARE SERVICES PRIVATE LIMITED S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, Maharashtra, India. Telephone: 022-62638200; Facsimile: +91 22-6263 8299 Email: ipo@bigshareonline.com Investor grievance email: investor@bigshareonline.com Contact Person: Babu Rapheal C.; Website: www.bigshareonline.com SEBI Registration Number: INR000001385; CIN: U99999MH1994PTC076534U</p>

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the DRHP.

For **DIFFUSION ENGINEERS LIMITED**

On behalf of the Board of Directors

Sd/-

Chanchal Jaiswal

Company Secretary and Compliance Officer

Place : Nagpur

Date : July 24, 2024

DIFFUSION ENGINEERS LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the DRHP dated April 27, 2024 with SEBI and thereafter with the Stock Exchanges. The DRHP is available on the website of the SEBI at www.sebi.gov.in, websites of BSE and NSE i.e. www.bseindia.com and www.nseindia.com, respectively, on the website of the Company at www.diffusionengineers.com, the website of the BRLM i.e. Unistone Capital Private Limited at www.unistonecapital.com. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see section titled "Risk Factors" beginning on page 39 of the DRHP. Potential investors should not rely on the DRHP for making any investment decision.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdictions where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.

CONCEPT

Size: 16x37cm