

DANUBE INDUSTRIES LIMITED
(Previously known as Dwekam Industries Limited)
Reg. Office : A-2101, Privilon, B/h Iscon Temple,
Ambli-Bopal Road, S.G. Highway, Ahmedabad – 380054.
Website: www.danubeindustries.com || Phone: 98244 44038

NOTICE

NOTICE is hereby given that the 41st **Annual General Meeting** of Members of **Danube Industries Limited (Previously known as Dwekam Industries Limited)** will be held on **Thursday, 30th September, 2021 at 11:00 a.m.** through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following businesses :

ORDINARY BUSINESS:

1. To consider and adopt audited standalone financial statements of the Company for the financial year ended on 31st March, 2021 together with report of Board of Directors and Auditors' Report thereon.
2. To appoint a Director in place of Ms. Richa Vaswani (DIN : 08115184), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. Appointment of Auditors and fix their remuneration:

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

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification and reenactment thereof), M/s V S S B Associates (FRN: 121356W), Chartered Accountants, be and is hereby re-appointed as Statutory Auditors of the Company to hold the office from the conclusion of 41st Annual General Meeting till the conclusion of 45th Annual General Meeting, to examine and audit the accounts of the Company, at such remuneration, charges and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

4. **Change in Designation from Whole-time Director to Managing Director and re-appointment of Ms. Meena Rajdev (DIN: 08060219) as a Managing Director designated as Chairperson of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and recommendation by the Nomination and Remuneration Committee and subject to such other approval/permissions, if any necessary, consent and approval of the members be and are hereby

granted for change in designation from Whole-time Director to Managing Director and re-appointment of Ms. Meena Rajdev (DIN: 08060219) as a Managing Director designated as Chairperson of the Company, for a further period of 3 (Three) years with effect from 14th August, 2021 and concluding on 13th August, 2024 as hereunder:

a) Salary:

The remuneration payable to Ms. Meena Rajdev, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all executive directors including the Managing Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Ms. Meena Rajdev, if the Company has no profits or its profits are inadequate, then Ms. Meena Rajdev will be paid in accordance with the provisions of Schedule V of the Act. Within the aforesaid ceiling, the remuneration payable to Ms. Meena Rajdev shall be as follows:

In the scale of Rs. 11,00,000/- (Rupees Eleven Lacs) per annum to Rs. 13,00,000/- (Rupees Thirteen Lacs) per annum with authority to the Board to fix the salary within the scale from time to time.

b) Perquisites and allowances:

Perquisites and allowances may be provided in accordance with the rules of the Company and the same shall be evaluated as per Income Tax Rules, wherever applicable. The amount of perquisites as may be payable to Ms. Meena Rajdev may be decided / varied by the Board of Directors or its Committee, from time to time as it may deem fit in its absolute discretion; provided that the total remuneration consisting of salary, perquisites and other benefits paid to Ms. Meena Rajdev as Managing Director shall not exceed the limits stipulated in the Act.

c) Powers & Responsibilities:

Ms. Meena Rajdev will exercise such powers and duties as may be entrusted by the Board from time to time.

d) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of her tenure as a Managing Director, the Company has no profits or has inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances as specified in the resolution as a minimum remuneration to the Managing Director subject to the limits as prescribed under Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT the Board (term 'Board' referred hereinafter includes Board of Directors of the Company and Nomination and Remuneration Committee) be and is hereby authorised to vary or modify the terms of remuneration, benefits and perquisites payable / made available to Ms. Meena Rajdev;

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration or maximum remuneration payable as per the limits set out in Schedule V of the Act, unless otherwise determined by the Board; and

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company or Chief Financial Officer of the Company, be and are hereby severally authorized to sign all documents, deeds, papers, forms etc. in this regards and to file applicable forms /documents with the Registrar of Companies and to do all such acts, deeds, matters and things as deemed necessary to give effect to this resolution of the Board"

5. To appoint Ms. Salonee Rajdev (DIN: 09274399) as a Director liable to retire by rotation:

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

"RESOLVED THAT Ms. Salonee Rajdevi (DIN: 09274399), who was appointed as an Additional Director on the Board of Directors of the Company with effect from 13th August, 2021 and who holds office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the 'Act') and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing candidature of Ms. Salonee Rajdev for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. To appoint Ms. Salonee Rajdev (DIN: 09274399) as a Whole-Time Director:

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 sections 190, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act" for short) (including any statutory modifications or re-enactments thereof, for the time being in force) and the applicable provisions of the Articles of Association of the Company and in terms of the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company and subject to such approvals, permissions and sanctions, as may be required, Ms. Salonee Rajdev (DIN: 09274399) be and is hereby appointed as a Whole Time Director of the Company, liable to retire by rotation, for a period of five (05) years with effect from August 13, 2021, on terms and conditions including remunerations as set out herein below, with liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Ms. Salonee Rajdev:

a) Salary:

The remuneration payable to Ms. Salonee Rajdev, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all executive directors including the Whole Time Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Ms. Salonee Rajdev, if the Company has no profits or its profits are inadequate, then Ms. Salonee Rajdev will be paid in accordance with the provisions of Schedule V of the Act. Within the aforesaid ceiling, the remuneration payable to Ms. Salonee Rajdev shall be as follows:

In the scale of Rs. 5,00,000/- (Rupees Five Lacs) per annum to Rs. 7,00,000/- (Rupees Seven Lacs) per annum with authority to the Board to fix the salary within the scale from time to time.

b) Perquisites and allowances:

Perquisites and allowances may be provided in accordance with the rules of the Company and the same shall be evaluated as per Income Tax Rules, wherever applicable. The amount of perquisites as may be payable to Ms. Salonee Rajdev may be decided / varied by the Board of Directors or its Committee, from time to time as it may deem fit in its absolute discretion; provided that the total remuneration consisting of salary, perquisites and other benefits paid to Ms. Salonee Rajdev as Whole Time Director shall not exceed the limits stipulated in the Act.

c) Powers & Responsibilities:

Ms. Salonee Rajdev will exercise such powers and duties as may be entrusted by the Board from time to time.

d) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of her tenure as a Whole Time Director, the Company has no profits or has inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances as specified in the resolution as a minimum remuneration to the Whole Time Director subject to the limits as prescribed under Schedule V of the Act or such other limits as may be prescribed by the Central Government from time to time.

RESOLVED FURTHER THAT the Board (term 'Board' referred hereinafter includes Board of Directors of the Company and Nomination and Remuneration Committee) be and is hereby authorised to vary or modify the terms of remuneration, benefits and perquisites payable / made available to Ms. Salonee Rajdev;

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the annual remuneration or maximum remuneration payable as per the limits set out in Schedule V of the Act, unless otherwise determined by the Board; and

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company or Chief Financial Officer of the Company, be and are hereby severally authorized to sign all documents, deeds, papers, forms etc. in this regards and to file applicable forms /documents with the Registrar of Companies and to do all such acts, deeds, matters and things as deemed necessary to give effect to this resolution of the Board"

**By Order of the Board
For Danube Industries Limited**

**Manisha Jain
Company Secretary
Mem. No.: A58217**

Registered Office:

A-2101, Privilon, B/h Iscon Temple,
Ambli-Bopal Road, S.G. Highway,
Ahmedabad – 380054.

Date: 13th August, 2021

Place: Ahmedabad

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. The helpline number regarding any query / assistance for participation in the AGM through VC/OAVM is +91 98244 44038.
3. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
7. In line with the aforesaid Circulars of the Ministry of Corporate Affairs (MCA) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 have been uploaded on the website of the Company at <https://www.danubeindustries.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The said Notice of the AGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.
8. Members seeking any information with regard to accounts are requested to write to the Company at least 15 days before the meeting so as to enable the management to keep the information ready.
9. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
11. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and

13th January, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as e-voting during AGM will be provided by CDSL.

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, 18th September, 2021, shall be entitled to avail the facility of remote e-voting as well as e-voting during AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, 24th September, 2021, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Monday, 27th September, 2021 at 10.00 a.m. and will end on Wednesday, 29th September, 2021 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Friday, 24th September, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, 24th September, 2021.
- vii. The Company has appointed **CS Tanika Choksi, Practising Company Secretary (Membership No. ACS: 55420; CP No: 21693)**, to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

12. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 27th September, 2021 at 10:00 am and ends on 29th September, 2021 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 24th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- a. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the

	screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company
- (ix) on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk. evoting@cdslindia.com or **call 022-23058542/43.**

13. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@danubeindustries.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info@danubeindustries.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

14. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id.**

The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.danubeindustries.com> and on the website of CDSL i.e. www.cdslindia.com within three

days of the passing of the Resolutions at the 41st Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

Since the 41st AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO. 4:

The Shareholders of the Company at the 39th Annual General Meeting held on 27th September, 2019 approved the appointment of Ms. Meena Rajdev as a Whole-time Director of the Company for a period of two years commencing from 14th August, 2019 and concluding on 13th August, 2021.

Further, pursuant to the provisions of Sections 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modification or re-enactment thereof for time being in force) and as per the Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 13th August, 2021, unanimously approved the change in Designation of Ms. Meena Rajdev from Whole-time Director to Managing Director and re-appointment of Ms. Meena Rajdev (DIN: 08060219) as a Managing Director designated as Chairperson for further period of three years with effect from 14th August, 2021 and concluding on 13th August, 2024, subject to approval of the shareholders in ensuing Annual General Meeting.

Nomination and Remuneration Committee and the Board of Directors have unanimously approved and recommended for change in designation and the re-appointment and remuneration to Ms. Meena Rajdev as per the provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

The Company has also received declaration from Ms. Meena Rajdev confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, she has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs, or any such statutory authority.

Further, Ms. Meena Rajdev satisfies the conditions set out in Part-I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment as a Managing Director.

The brief profile of Ms. Meena Rajdev Bhandari is as under:

Ms. Meena Rajdev is commerce graduate having more than 10 years of experience and in depth knowledge in the same field in which the Company operates in.

The terms of re-appointment and remuneration proposed to be paid to Ms. Meena Rajdev is specified in the resolution.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 regarding re-appointment of Ms. Meena Rajdev is attached hereto.

As per the provisions of Section 196 and 197 read with Schedule V of the Companies Act, 2013, the appointment and remuneration of Managing Director shall be subject to approval by a resolution of the shareholders in general meeting. The Board recommends the ordinary resolution for re-appointment of Ms. Meena Rajdev as a Managing Director for approval of the Shareholders.

The above may be treated as a written memorandum setting out the terms of appointment and remuneration of Ms. Meena Rajdev as required under Section 190 of the Companies Act, 2013.

Ms. Meena Rajdev is wife of Mr. Sunil Rajdev, Chief Financial Officer of the Company. Ms. Meena Rajdev, Mr. Sunil Rajdev and their relatives may be deemed to be interested or concerned, financially or otherwise in the proposed resolution.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, interested or concerned, financially or otherwise in the proposed resolution."

ITEM NO. 5 & 6 :

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on 13th August, 2021, with requisite majority, approved the appointment of Ms. Salonnee Rajdev (DIN: 09274399), as an Additional Director of the Company to hold office up to the date of ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013. Further, pursuant to the provisions of Section 190, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Schedule V of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification or re-enactment thereof for time being in force) and as per the Articles of Association of the Company, the Board of Directors of the Company has appointed Ms. Salonnee Rajdev as a Whole-time Director of the Company for the period of five years commencing from 13th August, 2021 and concluding on 12th August, 2026, subject to approval of the shareholders in ensuing Annual General Meeting.

Pursuant to the provisions Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying his intension to propose the candidature of Ms. Salonnee Rajdev for appointment as a Director of the Company. The Company has also received declaration from Ms. Salonnee Rajdev confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, she has not been debarred or disqualified from being appointed or continuing as Director of any Companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs, or any such statutory authority. He has also given his consent to act as Director of the Company.

Further, Ms. Salonnee Rajdev satisfies the conditions set out in Part-I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act for being eligible for his appointment as a Whole-time Director.

The brief profile of Ms. Salonnee Rajdev is as under:

Ms. Salonnee Rajdev has completed her MD Pathology and she has work experience as a resident Doctor at Dhiraj Hospital, Vadodara.

With regards to the terms of appointment and remuneration proposed to be paid to Ms. Salonnee Rajdev is specified in the resolution.

Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 regarding appointment of Ms. Salonnee Rajdev is attached hereto.

As per the provisions of Section 196 and 197 read with Schedule V of the Companies Act, 2013, the appointment and remuneration of Whole-time Director shall be subject to approval by a resolution of the shareholders in general meeting. The Board recommends the ordinary resolution for appointment of Ms. Salonnee Rajdev as a Whole-time Director for approval of the Shareholders.

The above may be treated as a written memorandum setting out the terms of appointment and remuneration of Ms. Salonnee Rajdev as required under Section 190 of the Companies Act, 2013.

Ms. Salonnee Rajdev is a daughter of Ms. Meena Rajdev, Whole-time Director and Mr. Sunil Rajdev, Chief Financial Officer of the Company. Ms. Salonnee Rajdev, Ms. Meena Rajdev, Mr. Sunil Rajdev and their relatives

may be deemed to be interested or concerned, financially or otherwise in the proposed resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, interested or concerned, financially or otherwise in the proposed resolution.

**By Order of the Board
For Danube Industries Limited**

**Manisha Jain
Company Secretary
Mem. No.: A58217**

Registered Office:

A-2101, Privilon, B/h Iscon Temple,
Ambli-Bopal Road, S.G. Highway,
Ahmedabad – 380054.

Date: 13th August, 2021

Place: Ahmedabad

INFORMATION REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 WITH RESPECT TO THE APPOINTMENT / RE-APPOINTMENT OF A DIRECTOR

Name of Director	Ms. Meena Rajdev	Ms. Salonee Rajdev
Director Identification Number (DIN)	08060219	09274399
Date of Birth (Age)	18-11-1970 (51 years)	16-06-1994 (27 Years)
Date of First Appointment on the Board	14-08-2019	13-08-2021
Qualification	Commerce Graduate	M.D Pathology
Experience / Expertise in functional areas	Ms. Meena Rajdev is commerce graduate having more than 10 years of experience and in depth knowledge in the same field of the Company.	Ms. Salonee Rajdev has completed her MD Pathology and she has work experience as a resident Doctor at Dhiraj Hospital, Vadodara.
Terms and conditions of appointment / re-appointment	He has been re-appointed as a Managing Director for a period of three years commencing from 14 th August, 2021, subject to approval of members, as per resolution at item no. 4 of the Notice convening this meeting read with explanatory statement thereto.	She has been appointed as a Whole-time Director for the period of five years commencing from 13 th August, 2021, subject to approval of the members, as per the resolution at Item no. 5 & 6 of the Notice convening this Meeting read with explanatory statement thereto.
Remuneration sought to be paid and the remuneration last drawn	As per terms mentioned in Notice of 41 st AGM.	As per terms mentioned in Notice of 41 st AGM.
No. of Shares held in the Company	Nil	Nil
Relationship with other Directors, Manager and other KMP	She is wife of Mr. Sunil Rajdev, who is Chief Financial Officer of the Company	She is daughter of Ms. Meena Rajdev, who is Whole-time Director of the Company and Mr. Sunil Rajdev, who is Chief Financial Officer of the Company.
Number of Meetings of the Board held & attended during the year	5/5	NA
Directorships held in other public companies (excluding	Nil	Nil

foreign companies and Section 8 companies)		
Memberships / Chairmanships of committees of other public companies (excluding foreign companies and Section 8 companies)	None	None