

**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](http://www.danubeindustries.com) || Phone: 98244 44038

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Extraordinary General Meeting of the members of Danube Industries Limited (Previously known as “Dwekam Industries Limited”) (“Danube or “the Company”), will be held on Thursday, 10<sup>th</sup> March, 2022 at 11:30 a.m. (IST), at the registered office of the company situated at A-2101, Privilon, B/h Iscon Temple, Ambli-Bopal Road, S.G. Highway, Ahmedabad – 380054 to transact the following businesses:

**SPECIAL BUSINESS:**

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

**TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO SELECT GROUP OF PERSONS:**

“**RESOLVED THAT** pursuant to the provisions of section 23(1)(b), section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) read with rules made there to (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements, entered into by the Company with the BSE Limited (“Stock Exchange”) on which the Equity Shares of the Company having face value of Rs. 2/- (Two) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), and/or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board”) is hereby authorized to accept, the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board, to create, issue, offer and allot 50,00,000 (Fifty Lakhs) Equity Shares of face value being Rs. 2/- (Two) each at a price of Rs 19.5/- (Rupees Nineteen and Fifty paise only) (“Preferential Allotment Price”) each including premium of Rs. 17.5/- (Rupees Seventeen and Fifty paise only) per share aggregating to Rupees 9,75,00,000 (Rupees Nine Crores and Seventy Five Lakhs only) on a preferential basis (“Preferential Allotment”) for cash consideration to the following select group of persons (the “Investors”) who do not belong to Promoter & Promoter Group of the Company in the proportion mentioned below on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws

| Name of Investor       | Category   | Number of Equity Shares | Consideration |
|------------------------|------------|-------------------------|---------------|
| Aditya Mahesh Dewani   | Individual | 6,25,000                | 1,21,87,500   |
| Anchal Mahesh Dewani   | Individual | 6,25,000                | 1,21,87,500   |
| Barkha Mahesh Dewani   | Individual | 6,25,000                | 1,21,87,500   |
| Mahesh Kewalram Dewani | Individual | 6,25,000                | 1,21,87,500   |
| Malaben Anil Dewani    | Individual | 6,50,000                | 1,26,75,000   |
| Rahul Anil Dewani      | Individual | 6,50,000                | 1,26,75,000   |
| Anik K Dewani          | Individual | 12,00,000               | 2,34,00,000   |

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Allotment of the Equity Shares is 8<sup>th</sup> February 2022, being 30 (Thirty) days prior to the date of this extraordinary general meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to Investors under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- I. 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares;
- II. The Equity Shares shall be issued and allotted by the Company in the dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, subject to receipt of share application money (in full) and approval or permission from stock exchange and regulatory authorities, if any, and the provisions of the Memorandum and Articles of Association of the Company. In case of any delay in receipt of approvals from any regulatory authorities the period of 15 days will be reckoned from the date of receipt of approval;
- III. The Equity Shares to be offered, issued and allotted shall rank paripassu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any;
- IV. The Equity Shares to be allotted shall be subject to lock-in restrictions as specified in the provisions of Chapter V of SEBI ICDR Regulations 2018. Further, the pre preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said Regulations;
- V. The Equity Shares so offered, issued and allotted will be listed and traded on BSE Limited where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall not be utilized for the purpose other than for adjustment against allotment of securities or for the repayment of monies where the Company is unable to allot securities.

**RESOLVED FURTHER THAT** subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to make an offer to the Investors through private placement offer cum application letter without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Directors, Company Secretary and the Chief Financial Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolution, including but not limited : (a) to make application(s) to the Stock Exchange for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchange and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any legal and other professional advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of this resolution), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolution, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, utilization of issue proceeds, as may be required in this regard.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of Board, any other director(s), and/or officer(s) of the Company.”

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR DANUBE INDUSTRIES LIMITED**

**Sd/-  
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: 10<sup>th</sup> February, 2022  
Place: Ahmedabad

**Notes:**

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. A member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his / her proxy unless such other person is also a member of the Company.
5. Members are requested to bring their dully filled attendance slip at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours (10.00 a.m. to 05.00 p.m.) up to the date of the Meeting.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Satellite Corporate Services Private Limited (RTA), to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or its Registrars & Transfer Agents (RTA), Satellite Corporate Services Private Limited.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.
12. Non-Resident Indian Members are requested to inform RTA immediately of: a. Change in their residential status on return to India for permanent settlement. b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. To support the 'Green Initiative' members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA /Depository Participants for receiving all communication including annual report, notices, circulars, etc. from the company electronically.
14. Members desirous of obtaining any information of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Extra ordinary General Meeting so that the information required may be made available at the Extra Ordinary General Meeting.
15. The Company has connectivity from the CDSL & NSDL and Equity Shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE575D01041. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrars & Transfer Agents (RTA).
16. Trading in the shares of the Company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
17. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

## **CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING-POSTAL BALLOT**

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

(i) The voting period begins on March 07, 2022 at 09:00 A.M. and ends on March 09, 2022 at 05:00 P.M. 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 March 04, 2022 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.

(iv) 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:

| <b>Type of Shareholders</b>  | <b>Login Method</b>  |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <p>1) Users who have opted for CDSL 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting</p> |

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|   | <p>option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.<br/>After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>   |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</p> |
| <p>Individual Shareholders</p>  | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-</p>  |

|  |  |
|--|--|
| (holding securities in demat mode) login through their Depository Participants | 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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
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**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   |

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

|     |   |
|-----|---|
|     | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>                      |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as |



|  |  |
|--|--|
|  | <p>well as physical shareholders)</p> <p><input type="checkbox"/> 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.</p>   |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <p><input type="checkbox"/> 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).</p> |

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Danube Industries Limited 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](http://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](mailto: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](mailto: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; [info@danubeindustries.com](mailto:info@danubeindustries.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

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 update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated 10<sup>th</sup> February 2022 and necessary information or details in respect of the proposed Preferential Allotment of Equity Shares in terms of Section 62 (1) (C) read with rules thereto and pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") are as under:

The Board of Directors at their meeting held on Thursday, 10<sup>th</sup> February, 2022 had, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of 50,00,000 (Fifty Lakhs) Equity Shares to the Investors, on a preferential basis as may be determined as per the provisions of chapter V of SEBI (ICDR) Regulations, 2018.

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI (ICDR) Regulations, 2018 and the other applicable provisions of law, are as follows:

### **1. Objects of the Preferential Issue:**

In light of the uncertainties created due to the ongoing pandemic, the Company needs to raise additional funds to strengthen its balance sheet and have access to long term resources to meet its growth requirements.

The object of raising the equity share capital by issuing Equity Shares is:

- (i) to augment working capital
- (ii) funding of capital expenditure
- (iii) general corporate purposes

### **2. The total number of Equity Shares and the price at which to be issued:**

#### **Total Number of Equity Shares and Preferential Allotment Price :**

The Company proposes to issue and allot 50,00,000 (Fifty Lakhs) Equity Shares at a price of Rs. 19.50 (Rupees Nineteen and Fifty paise only) per Equity Share ("Preferential Allotment Price") aggregating to Rs. 9,75,00,000 (Rupees Nine Crores and Seventy Five Lakhs only).

The minimum price as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares is Rs. 19.50 (Rupees Nineteen and Fifty paise only), after considering split impact on share price of the Company, being the higher of the following:

- (a) Rs. 15.33 (Rupees Fifteen and Thirty three paise Only) as the 90 trading days Average of the weighted average price (WAP) of the equity shares preceding the Relevant Date;

OR

- (b) Rs. 19.50 (Rupees Nineteen and Fifty paise only) as the 10 trading days Average of the weighted average price (WAP) of the equity shares preceding the Relevant Date.

However, your Board proposes to issue the Equity Shares each carrying a right to subscribe to one Equity Share per Share at a Price of Rs. 19.50 (Rupees Nineteen and Fifty paise only) per Share, which price is not less than the minimum price at which the securities are permitted to be issued in accordance with Chapter V of the SEBI (ICDR) Regulations.

**3. Basis on which the price has been arrived:**

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

**4. The relevant date on the basis of which price has been arrived at:**

8<sup>th</sup> February, 2022 being 30 days prior to the date of Extraordinary General Meeting i.e. Thursday, 10<sup>th</sup> March, 2022.

**5. The class or classes of persons to whom the allotment is proposed to be made:**

The Equity Shares shall be issued and allotted to the Investors as detailed herein below.

| <b>Name of the Investor</b> | <b>Category of the Investor</b> | <b>PAN</b> | <b>No. Of Shares</b> | <b>Total Amount</b> |
|-----------------------------|---------------------------------|------------|----------------------|---------------------|
| Aditya Mahesh Dewani        | Individual                      | DVFPD2333L | 6,25,000             | 1,21,87,500         |
| Anchal Mahesh Dewani        | Individual                      | BGKPD5718D | 6,25,000             | 1,21,87,500         |
| Barkha Mahesh Dewani        | Individual                      | ABEPD6196R | 6,25,000             | 1,21,87,500         |
| Mahesh Kewalram Dewani      | Individual                      | AAPPD7696G | 6,25,000             | 1,21,87,500         |
| Malaben Anil Dewani         | Individual                      | AHCPD2638Q | 6,50,000             | 1,26,75,000         |
| Rahul Anil Dewani           | Individual                      | CJFPD0915B | 6,50,000             | 1,26,75,000         |
| Anik K Dewani               | Individual                      | AASPD3842P | 12,00,000            | 2,34,00,000         |

**6. Amount which the Company intends to raise by way of such securities:**

The Company intends to raise up to a maximum of Rs. 9,75,00,000 (Rupees Nine Crores and Seventy Five Lakhs only) by issue of 50,00,000 (Fifty Lakhs) Equity Shares.

**7. Proposal of the promoters / directors or key management personnel to subscribe to the offer:**

No Promoter & Promoter Group of the Company, Director and the Key Management Personnel intend to subscribe to the offer of Equity Shares under this Preferential Issue.

**8. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**9. The Shareholding pattern before and after the Preferential Issue is given below:**

| Sr. No. | Category of Shareholders                                    | Pre Preferential Allotment (As on 31 <sup>st</sup> December, 2021) (Before Split) |       | Post Allotment of Equity Shares |       |
|---------|---|---|-------|---------------------------------|-------|
|         |   | No. of Shares   | %     | No. of Shares                   | %     |
| A.      | Promoters Shareholding                                      |   |       |                                 |       |
|         | Promoters and Promoter Group                                | 18,88,998   | 37.78 | 94,44,990                       | 31.48 |
|         | Total A   |   |       |                                 |       |
| B       | Public  |   |       |                                 |       |
| B1      | Institutions  | -   | -     | -                               | -     |
| B2      | Central Government/ State Government(s)/ President of India | -   | -     | -                               | -     |
| B3      | Non-Institutions  |   |       |                                 |       |
|         | Individual  | 2794011   | 55.88 | 1,89,70,055                     | 63.23 |
|         | Clearing Members  | 42031   | 0.84  | 2,10,155                        | 0.70  |
|         | Bodies Corporate  | 16041   | 0.32  | 80,205                          | 0.27  |
|         | HUF   | 258319  | 5.17  | 12,91,595                       | 4.31  |
|         | Non-Resident Indian (NRI)                                   | 500   | 0.01  | 2500                            | 0.01  |
|         | Trusts  | 100   | 0.00  | 500                             | 0.00  |
|         | Total (A+B)   | 50,00,000   | 100   | 3,00,00,000                     | 100   |

**10. Proposed time within which the Preferential Issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals.

**11. Relevant date and pricing of the issue:**

In accordance with the provisions of SEBI (ICDR) Regulations, 2018 the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be 8<sup>th</sup> February, 2022, being the date 30 days prior to the Extraordinary General Meeting i.e. 10<sup>th</sup> March, 2022. Pursuant to Regulation 64 of the ICDR Regulations, Issue Price of each Share is fixed at Rs. 19.50 (Rupees Nineteen and Fifty paise only) per Share, which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per ICDR Regulations.

**12. Practicing Company Secretary Certificate:**

A copy of certificate from a practicing Company Secretary certifying that the above Issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, shall be available for inspection by the Members, at the Registered Office of the Company, on all working days during 2:30 PM to 4:30 PM from the date of dispatch of Notice up to the date of

the Extra Ordinary General Meeting and also available at website of the Company at: [www.danubeindustries.com](http://www.danubeindustries.com).

**13. Identity of the proposed Allottee and percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company, consequent to the Preferential Issue:**

The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

| Name of Investor       | Category of Investor | PAN        | Ultimate Beneficial Owner | Pre-Preferential Allotment |   | No. of Shares proposed to be issued | Post-Preferential Allotment |      |
|------------------------|----------------------|------------|---------------------------|----------------------------|---|-------------------------------------|-----------------------------|------|
|                        |                      |            |                           | No. of Shares              | % |                                     | No. of Shares               | %    |
| Aditya Mahesh Dewani   | Individual           | DVFPD2333L | Individual                | 0                          | 0 | 6,25,000                            | 6,25,000                    | 2.08 |
| Anchal Mahesh Dewani   | Individual           | BGKPD5718D | Individual                | 0                          | 0 | 6,25,000                            | 6,25,000                    | 2.08 |
| Barkha Mahesh Dewani   | Individual           | ABEPD6196R | Individual                | 0                          | 0 | 6,25,000                            | 6,25,000                    | 2.08 |
| Mahesh Kewalram Dewani | Individual           | AAPPD7696G | Individual                | 0                          | 0 | 6,25,000                            | 6,25,000                    | 2.08 |
| Malaben Anil Dewani    | Individual           | AHCPD2638Q | Individual                | 0                          | 0 | 6,50,000                            | 6,50,000                    | 2.17 |
| Rahul Anil Dewani      | Individual           | CJFPD0915B | Individual                | 0                          | 0 | 6,50,000                            | 6,50,000                    | 2.17 |
| Anik K Dewani          | Individual           | AASPD3842P | Individual                | 0                          | 0 | 12,00,000                           | 12,00,000                   | 4.00 |

There will be no change in management control of the Company pursuant to the proposed Issue.

**14. Lock-in:**

(i) The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI (ICDR) Regulations.

(ii) The entire pre-preferential allotment shareholding of the above Investors, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of allotment of the Equity Shares as per the ICDR Regulations.

## 15. General:

- None of the Company, its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company has no outstanding dues to SEBI, the stock exchange or the depositories.
- The Company is eligible to make the Preferential issue under Chapter V of the SEBI ICDR Regulations.
- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- The declarations have been received from the proposed allottees that:
  - They have not sold the shares of the Company (holding if any) during 90 trading days prior to the relevant date;
  - They shall undertake to comply with the provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (if applicable);
  - They have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- 100 per cent of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.
- Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) equity share by appropriating Rs. 2/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- The equity shares to be issued and allotted by the Company in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchange where the equity shares of the Company are listed.
- The Current and proposed status of the Investor post the preferential issue will be Non-promoter.

## 16. Undertaking by the Company:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations. If the amount payable upon the re-computation is

not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked in till such amount is paid by the allottees.

The Board at its meeting held on 10<sup>th</sup> February, 2022, has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder and SEBI (ICDR) Regulations, the above Preferential Issue requires approval of the shareholders by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

**BY THE ORDER OF THE BOARD OF DIRECTORS  
FOR DANUBE INDUSTRIES LIMITED**

**Sd/-  
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: 10<sup>th</sup> February, 2022

Place: Ahmedabad



**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

**ATTENDANCE SLIP**

Date \_\_\_\_\_

Please fill Attendance Slip and hand it over at the entrance of the meeting venue.

|                    |  |
|--------------------|--|
| Name               |  |
| Address            |  |
| DP ID*             |  |
| Client ID*         |  |
| Folio No.          |  |
| No. of shares held |  |

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, 10th March, 2022 at 11:30 a.m. (IST), at the registered office of the company situated at A-2101, Privilon, B/h Iscon Temple, Ambli-Bopal Road, S.G. Highway, Ahmedabad – 380054.

\* Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
**Signature of Shareholder / Proxy**

**FORM OF PROXY**

**(Form MGT-11)**

**(Pursuant to section 105(6) of The Companies Act, 2013 and Rule 19(3) of the Companies**

**(Management and Administration) Rules, 2014**

**CIN:** L29100GJ1980PLC097420

**Name of the Company:** Danube Industries Limited

**Registered office:** A-2101, Privilon, b/h Iscon Temple, Ambli-Bopal Road, S.G. Highway Ahmedabad – 380054

|                               |  |
|-------------------------------|--|
| <b>Name of the Member(s):</b> |  |
| <b>Registered Address:</b>    |  |
| <b>E-mail ID:</b>             |  |
| <b>Folio No. / Client ID:</b> |  |
| <b>DP ID:</b>                 |  |

I/We, being the member(s) of \_\_\_\_\_ shares of the Company, hereby appoint:

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him;

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, 10th March, 2022 at 11:30 a.m. (IST), at the registered office of the company situated at A-2101, Privilon, B/h Iscon Temple, Ambli-Bopal Road, S.G. Highway, Ahmedabad – 380054 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.           | Particulars of Resolutions  | Optional* |         |
|--------------------------|---|-----------|---------|
|                          |   | For       | Against |
| <b>Special Business:</b> |   |           |         |
| 1                        | TO APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO SELECT GROUP OF PERSONS: |           |         |



Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

\*\* Kindly cancel the Revenue Stamp after affixing the same.

## ROAD MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING

**Venue of the EGM:** A-2101, Privilon, b/h Iscon Temple, Ambli-Bopal Road, S.G. Highway  
Ahmedabad - 380054

**Land Mark:** Iscon Cross Road, Ahmedabad

