

DANUBE 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

Date: 21.05.2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

**SUBJECT- COMPLIANCE UNDER REGULATION 24(A) OF SECURITIES AND
EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

Dear Sir/ Madam,

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report duly issued by the Practicing Company Secretary for the financial year ended March 31, 2025.

This is for your information and records.

For Danube Industries Limited

Meena Sunil Rajdev
Managing Director
DIN: 08060219

Encl: As above.

KRUSHANG SHAH & ASSOCIATES
COMPANY SECRETARIES

Secretarial compliance report of Danube Industries Limited
for the year ended 31st March, 2025

We, Krushang Shah & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Danube Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the Listed Entity to BSE Limited (the stock exchange),
- (c) website of the Listed Entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report,

For the year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable during the period under review)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; *(Not applicable during the period under review)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable during the period under review)*

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- (g) Securities and Exchange Board of India (Issue and Listing of Non Convertible Securities) Regulations, 2021; *(Not applicable during the period under review)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (I) SEBI (Depositories and Participants) Regulations, 2018;

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and when required affirm that:

Sr. No	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable	Yes	
2	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	
3	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	

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4	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	The Company does not have any subsidiary Company
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.	Yes	
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder except as provided under separate paragraph herein (a)(i), if any.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 except as provided under separate paragraph herein (a)(i).	Yes	

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11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (a)(i).	Yes	
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No Such Event During Review Period
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material	NA	No Such Event During Review Period

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	<p>subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor</p>		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No Such Event During Review Period

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(a) (i) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall maintain structured digital database as per the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015	Reg. 3	Delay in capturing of information in one case	-	-	Delay in capturing of information in one case	-	The Company has delay in capturing the Information	Due to technical difficulties the same was delayed	-
2	The Listed entity shall inform all the event in timely manner as per the provisions of the SEBI LODR	Reg 30	No intimation for appointment of Director to the stock exchange	-	-	The Company has not informed the appointment of Mrs. Mayura Marathe to the Stock Exchange.	-	No intimation for appointment of Director to the stock exchange	Takes note of the same.	-

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	Regulations, 2015									
3	The Listed entity shall submit the shareholding pattern with the stock exchange pursuant to SEBI LODR Regulations, 2015	Reg 31	Delay in submission of Shareholding pattern for September, 2024	BSE	Fine	Delay in submission of Shareholding pattern for September, 2024	14000	Delay in submission of Shareholding pattern for September, 2024	Due to delay in receipt of data from RTA, the late filling has been done.	-
4	Non-compliance with the constitution of Audit committee as Required under SEBI LODR Regulations, 2015	Regulation 18 (1)	During June Quarter, the Audit Committee does not have 2/3 Members as Independent Director	BSE	Fine	During June Quarter, the Audit Committee does not have 2/3 Members as Independent Director	82000	During June Quarter, the Audit Committee does not have 2/3 Members as Independent Director	Due to Resignation of Mrs. Shivani Joshi, the composition felt short of statutory requirement. However, the Company has fulfill the same by appointment of Mrs. Mayura Marathe as Member of the Committee.	-
5	Non-compliance with the constitution of nomination and	Regulation 19(1)/ 19(2)	Between 23.06.2024 to 01.07.2024 the Nomination	BSE	Fine	Between 23.06.2024 to 01.07.2024 the Nomination and	184000	Between 23.06.2024 to 01.07.2024 the Nomination and Remuneration	Due to Resignation of Mrs. Shivani Joshi, the composition	-

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remuneration committee as Required under SEBI LODR Regulations, 2015		and Remuneration committee does not have 2/3 Members as Independent Director			Remuneration committee does not have 2/3 Members as Independent Director		committee does not have 2/3 Members as Independent Director	felt short of statutory requirement. However, the Company has fulfill the same by appointment of Mrs. Mayura Marathe as Member of the Committee. Also Company has filed waiver application considering delay of 8 days and exchange has claiming excess fine.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

[illegible]

Assumptions & Limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Krushang Shah & Associates

Krushang Shah
Company Secretary in practice
ACS No.: 42187
C P No.: 26085
PRC : 3653/2023
UDIN: A042187G000400281

Date: 21.05.2025
Place: Ahmedabad