

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: 08.10.2024

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

SUBJECT- NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Sir/ Madam,

This is to inform you that the First Extra-Ordinary General Meeting ("EGM") for Financial Year 2024-25 of the members of Danube Industries Limited ("Company") will be held on Thursday, 31st October, 2024 at 11:00 AM (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. The Notice of the EGM will be sent to all the members of the Company by permitted mode.

Further in accordance with Regulation 30 read with Schedule III of the SEBI LODR, Regulations, please find enclosed herewith the Notice of the EGM of the Company and the same is also available on the website of the Company.

This above is for your information and record please.

For Danube Industries Limited

Meena Sunil Rajdev
Managing Director
DIN: 08060219

Encl: As above.

DANUBE INDUSTRIES LIMITED
REG. OFFICE : A-2101, PRIVILON, B/H ISCON TEMPLE,
AMBLI-BOPAL ROAD, S.G. HIGHWAY, AHMEDABAD – 380054.
CIN: L29100GJ1980PLC097420 || E-mail :
info@danubeindustries.com
Website: www.danubeindustries.com || Phone: 98244 44038

NOTICE TO SHAREHOLDERS

Notice is hereby given that the First Extraordinary General Meeting (EGM) of 2024-2025 of the members of DANUBE INDUSTRIES LIMITED (“the Company”) will be held on Thursday, 31st October, 2024 at 11:00 AM (IST), at the registered office of the Company situated at A-2101, Privilon, B/h IsconTemple, Ambli-Bopal Road, S.G.Highway, Ahmedabad-380054, Gujarat to transact the following Businesses:

SPECIAL BUSINESS:

ITEM NO. 1 - INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the Rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs.15,00,00,000 (Rupees Fifteen Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) equity shares of Rs. 2/- each to Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 10,00,00,000/- (Ten Crore) Equity Shares of Rs. 2/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2/- (Rupees Two each).”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking

all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2 - ISSUANCE OF EQUITY SHARES OF THE COMPANY BY WAY OF PREFERENTIAL ISSUE

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“the Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other, applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to the any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited on which the equity shares of the Company having face value of Rs. 2/- (Indian Rupees Two) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorized to accept, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 3,75,00,000 (Rupees Three Crore Seventy Five Lakh) fully paid-up equity shares of face value of Rs. 2/- (Rupees Two Only) each for cash at an issue price of Rs.5.37/- (Five Rupees and Thirty Seven Paise) (Rs. 2/- Face Value and Rs. 3.37/- Premium), aggregating Rs. 20,13,75,000/- (Rupees Twenty Crore Thirteen lakh Seventy Five Thousand Only) (“Subscription Shares”) on a preferential basis on such terms and conditions as may be determined by the Board in accordance with Chapter V of SEBI ICDR Regulations, to the following persons (the “Proposed Allottees”)

Sr No.	Name of Proposed Allottees	Status/Class of Allottees (Individual/Body Corporate/Trust/HUF/LLP/AIF)	Natural Persons who are Ultimate Beneficial Owner	Category (Promoter / Public)	No. of shares to be issued	Total Consideration (Rs.)	Allottee is QIB/ Non-QIB
1	Sunil Hukumat Rajdev	Individual	Sunil Hukumat Rajdev	Promoter	1,30,00,000	6,98,10,000	Non-QIB
2	Dayaldas Santumal Miterani	Individual	Dayaldas Santumal Miterani	Public	9,30,000	49,94,100	Non-QIB
3	Anilkumar Dayaldas Miterani	Individual	Anilkumar Dayaldas Miterani	Public	9,30,000	49,94,100	Non-QIB
4	Bhagwandas Miterani	Individual	Bhagwandas Miterani	Public	9,30,000	49,94,100	Non-QIB
5	Kishan B Miterani	Individual	Kishan B Miterani	Public	9,30,000	49,94,100	Non-QIB
6	Nima Rameshku mar Thakkar	Individual	Nima Rameshku mar Thakkar	Public	37,05,000	1,98,95,850	Non-QIB
7	Rameshku mar Sagalchand Thakkar	Individual	Rameshku mar Sagalchand Thakkar	Public	37,05,000	1,98,95,850	Non-QIB
8	Neema Rameshku mar Sethi	Individual	Neema Rameshku mar Sethi	Public	10,07,500	54,10,275	Non-QIB
9	Kawal Sethi	Individual	Kawal Sethi	Public	10,07,500	54,10,275	Non-QIB
10	Kresha Sunil Sewani	Individual	Kresha Sunil Sewani	Public	18,75,000	1,00,68,750	Non-QIB
11	Nishk Sewani	Individual	Nishk Sewani	Public	18,75,000	1,00,68,750	Non-QIB
12	Sunil Prahladbhai Sewani	Individual	Sunil Prahladbhai Sewani	Public	18,75,000	1,00,68,750	Non-QIB

13	Tulsiram Khanchand Tekwani	Individual	Tulsiram Khanchand Tekwani	Public	12,00,000	64,44,000	Non-QIB
14	Nisha Ashish Tekwani	Individual	Nisha Ashish Tekwani	Public	12,00,000	64,44,000	Non-QIB
15	Chanda Tulsiram Tekwani	Individual	Chanda Tulsiram Tekwani	Public	12,00,000	64,44,000	Non-QIB
16	Ashish Tulsiram Tekwani	Individual	Ashish Tulsiram Tekwani	Public	12,00,000	64,44,000	Non-QIB
17	Krunal Patel	Individual	Krunal Patel	Public	4,65,000	24,97,050	Non-QIB
18	Hansaben Patel	Individual	Hansaben Patel	Public	4,65,000	24,97,050	Non-QIB

QIB - Qualified Institutional Buyer, AIF - Alternative Investment Fund, LLP–Limited Liability Partnership, HUF – Hindu Undivided Family

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be 1st October,2024, prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of Preferential issue shall, inter-alia, be subject to the following:

- a) The Proposed Allottees shall be required to bring in 100% of the Consideration for the Subscription Shares on or before the date of allotment hereof;
- b) The Equity Shares so offered, issued and allotted to the proposed Allottees, shall be issued by the Company for cash considerations;
- c) The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within the timeline prescribed under Regulation 170 of the SEBI ICDR Regulations;
- d) The Subscription Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend (if applicable) and voting right from the date of allotment thereof;
- e) The Subscription Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations. 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;

- f) The Subscription Shares will be listed 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;
- g) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018; and
- h) Without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOVLED FURTHER THAT the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in terms of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee thereof or MD or CFO or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue, if any) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 3 - TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTION(S) PROPOSED TO BE ENTERED INTO BY THE COMPANY

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules frame thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force if any) and company’s policy on Related Party Transaction and in terms of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”) for entering into and/or carrying out and/or continuing with existing contracts/arrangements/transactions or modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with related parties during the Financial Year 2024-25 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transactions, whether undertaken directly by the company or otherwise, may exceed the prescribed threshold as per the provisions of the SEBI Listing Regulations as applicable from time to time, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the company.

RESOLVED FURTHER THAT the ratification of members of the company be and is hereby accorded to any contracts/ arrangements / transactions or modification entered into from 1st April, 2024 to the date of General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 4 - TO APPOINT MR. JAYSON JACOB MATHEW AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT Mr. Jayson Jacob Mathew (DIN: 10799640), who was appointed as an additional and independent director, pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and whose term of office expires at upcoming Annual General Meeting and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and the Board of Directors of the Company

proposing his candidature for the office of Director, be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of five years up to October 06, 2029.

RESOLVED FURTHER THAT any one of the Directors, CFO and CS of the Company be and is hereby severally authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

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

Sd/-

Kajal Garg

Company Secretary

Mem. No.: A64229

Registered Office:

**A-2101, Privilon, B/H Iscon Temple,
Ambli-Bopal Road, S.G. Highway,
Ahmedabad, , Gujarat, India, 380054**

Date: 07.10.2024

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 Meeting is entitled to appoint a Proxy to attend and vote and such proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10 percent of paid-up share capital of the Company. However, a member holding more than 10 percent of the total share capital of the Company may appoint a single person as Proxy provided that such person shall not act as proxy for any other person or member. A Proxy Form is annexed to this notice.

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.

An instrument of Proxy duly filled, stamped, and signed is valid only for this General Meeting including any adjournment thereof.

3. Corporate/ Institutional Members are entitled to appoint authorized representatives to attend the EGM on their behalf and cast votes through remote e-voting or at the EGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution / Authorization letter to the Company at info@danubeindustries.com, authorizing its representative(s) to attend and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.
4. Members/Proxies/Representatives are requested to bring the attendance slip, annexed herewith, for attending the meeting, duly completed, and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. In case of joint holders attending the Meeting, only such a joint holder whose name appears as the first holder in the Register of Members will be entitled to vote at the Meeting.
6. The relevant documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company during business hours on any working day (i.e., except Saturdays, Sundays & Public Holidays) between 10.00 a.m. IST to 5.00 p.m. IST up to the date of the Meeting.
7. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/ Registrar and Transfer Agents for receiving all the communications including but not limited to Annual Reports, Notices, etc. in electronic mode.
8. Rule 3 of Companies (Management and Administration) Rules, 2014 (as amended) prescribes that Register of Members should include details pertaining to e-mail, PAN/CIN, UID, Occupation,

Status and Nationality. We request all the Members of the Company to update the said details with their respective depository participants in case of shares held in electronic form and with the Company's Registrar and Transfer Agents in the case of physical holding.

9. Since this EGM is held physically, Route Map showing the location of and directions to reach the venue of the EGM is attached, pursuant to Secretarial Standard-2 on General Meetings.
10. 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.
11. 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.
12. 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 General Meeting so that the information required may be made available at the General Meeting.
13. 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.
14. The board of directors has appointed Krushang Shah, Company Secretary, to act as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
15. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.danubeindustries.com and on the website of NSDL and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and communicated to the Stock Exchanges.

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 NSDL, on all resolutions set forth in this Notice.

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

The remote e-voting period begins on Monday, October 28, 2024 at 09:00 A.M. and ends on Wednesday, October 30, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, October 24, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

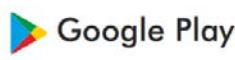
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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.
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

Now, you will have to click on “Login” button.

After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gkshahassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@danubeindustries.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 info@danubeindustries.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 in this EGM Notice.

ITEM NO.1:

Considering the overall business growth, future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of equity. It is proposed to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013.

The present Authorized Share Capital stands at Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) equity shares of Rs. 2/- each. It is proposed to increase the Authorized Share Capital from Rs.15,00,00,000 (Rupees Fifteen Crore only) divided into 7,50,00,000 (Seven Crore Fifty Lakh) equity shares of Rs. 2/- each to Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 10,00,00,000/- (Ten Crore) Equity Shares of Rs. 2/- each ranking pari passu with the existing Equity Shares in all respect as per the Memorandum and Articles of Association of the Company, subject to shareholder approval.

Pursuant to the provisions of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolution set out at Item No. 1 seeking approval of the Members for increasing the Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association.

The board recommends the said resolution No. 1 to be passed as an ordinary resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel are interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

ITEM NO.2:

The Board of Directors of the Company at their meeting held on Saturday, 5th October, 2024, have approved the proposal to issue Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also given below in the explanatory statement.

Pursuant to provisions of Section 42 and 62 of Companies Act, 2013 ("the Act") and Rules made thereunder (the 'Act') and in accordance with the provisions of Chapter V "Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") as amended from time to time and on terms

and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed Allottees.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62 of the Companies Act, 2013 read with Rule made thereunder and Chapter V of the SEBI ICDR Regulations are as under:

1. The Object of Preferential Issue:

The Company shall utilize the proceeds from the preferential issue of the Equity Shares to finance working capital requirements of the Company, Repayment of Debts, Expansion of Business and General Corporate purpose.

2. The total number of securities, kind of securities and price at which securities is being offered:

Issuance of upto 3,75,00,000 (Three Crore Seventy Five Lakh) fully paid-up Equity Shares of the Company of face value of Rs.2/- for cash at a price of Rs. 5.37/- (Five rupees and Thirty-Seven paise only) per Equity Shares (Rs. 2/- Face Value and Rs. 3.37/- Premium).

3. Name of Proposed Allottees, Class of Person and No. of Shares proposed to be allotted to them:

Sr No.	Name of Proposed Allottees	Status/Class of Allotees (Individual/Body Corporate/Trust/HUF /LLP/AIF)	Natural Persons who are Ultimate Beneficial Owner	Category (Promoter / Public)	No. of shares to be issued
1	Sunil Hukumat Rajdev	Individual	Sunil Hukumat Rajdev	Promoter	1,30,00,000
2	Dayaldas Santumal Miterani	Individual	Dayaldas Santumal Miterani	Public	9,30,000
3	Anilkumar Dayaldas Miterani	Individual	Anilkumar Dayaldas Miterani	Public	9,30,000
4	Bhagwandas Miterani	Individual	Bhagwandas Miterani	Public	9,30,000
5	Kishan B Miterani	Individual	Kishan B Miterani	Public	9,30,000

6	Nima Rameshkumar Thakkar	Individual	Nima Rameshkumar Thakkar	Public	37,05,000
7	Rameshkumar Sagalchand Thakkar	Individual	Rameshkumar Sagalchand Thakkar	Public	37,05,000
8	Neema Rameshkumar Sethi	Individual	Neema Rameshkumar Sethi	Public	10,07,500
9	Kawal Sethi	Individual	Kawal Sethi	Public	10,07,500
10	Kresha Sunil Sewani	Individual	Kresha Sunil Sewani	Public	18,75,000
11	Nishk Sewani	Individual	Nishk Sewani	Public	18,75,000
12	Sunil Prahladbhai Sewani	Individual	Sunil Prahladbhai Sewani	Public	18,75,000
13	Tulsiram Khanchand Tekwani	Individual	Tulsiram Khanchand Tekwani	Public	12,00,000
14	Nisha Ashish Tekwani	Individual	Nisha Ashish Tekwani	Public	12,00,000
15	Chanda Tulsiram Tekwani	Individual	Chanda Tulsiram Tekwani	Public	12,00,000
16	Ashish Tulsiram Tekwani	Individual	Ashish Tulsiram Tekwani	Public	12,00,000
17	Krunal Patel	Individual	Krunal Patel	Public	4,65,000
18	Hansaben Patel	Individual	Hansaben Patel	Public	4,65,000

4. Particular of offer including the date of Board Meeting, maximum number of securities to be issued and the issue price:

The Board of Directors of the Company at their meeting held on Saturday, 5th October, 2024 had subject to approval of members of the Company ("members") and such other approvals as may be required, approved preferential issue of up to 3,75,00,000 (Three Crore Seventy Five Lakh) fully paid-up Equity Shares of the Company of face value of Rs. 2/- for cash price of Rs. 5.37/- (Five Rupees and Thirty-Seven Paise Only) (Face Value Rs. 2/- (Rupees Two) and premium of Rs. 3.37/- (Three Rupees and Thirty Seven Paise only) being charged on each equity shares per share aggregating to not more than to Rs. 20,13,75,000/- (Rupees Twenty Crores Thirteen Lakhs Seventy Five Thousand Only).

5. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & pricing of the preferential issue

The Equity Shares of Company are listed on BSE Limited. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. Trading data of BSE, has been considered for pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations. The floor price of Rs. 5.37/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of equity shares and it is higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 5.06/- per Share
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 5.37/- per Share
- **Report of independent registered valuer:** Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the price of Rs. 5.37/- of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report issued by Mr. Manish Santosh Buchasia, Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12235), in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: www.danubeindustries.com under Investor Tab.

The Board proposes to issue Equity Shares at a price of Rs. 5.37/- (Five Rupees and Thirty Seven Paise Only) per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

Method of determination of price as per the Articles of Association of the company: –

Not applicable as the Articles of Association of the company is silent on the determination of a floor price / minimum price of the equity shares issued on preferential basis.

The Articles of Association of the issuer do not provide a specific method of determination floor price so the price calculated under relevant Regulation of the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 shall be considered as the issue price for equity shares to be allotted pursuant to the preferential issue.

6. Relevant Date with reference to which the price has been arrived:

The Relevant Date as per Chapter V of the SEBI ICDR Regulations for the determination of the price of the Equity Shares of the face value of Rs 2/- each to be issued is Tuesday, 1st October, 2024.

7. Amount which the Company intends to raise by way of issue of Equity Shares:

The Company proposes to raise upto Rs. 20,13,75,000/- (Rupees Twenty Crores Thirteen Lakhs Seventy Five Thousand Only) from the issue of Equity Shares.

8. Intention of Promoters, Directors, Key Managerial Personnel (KMP), Senior Management Personnel to subscribe to the Preferential offer:

Except Sunil Hukumat Rajdev (Promoter and KMP), no Promoter, Directors, Key Managerial personnel, Senior Management Personnel will subscribe to the Preferential offer.

9. The Proposed time within which the allotment shall be completed:

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the 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(s), permission(s) from any regulatory authority/body, the allotment shall be completed by the company within a period of 15 days from the date of such approval(s) or permission(s).

10. Confirmation regarding willful defaulter or a fraudulent borrower/fugitive if any:

The Company hereby confirms that neither the Company nor its promoters nor its Directors have been declared as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Company Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the Promoters and directors of the Company have been declared as fugitive economic offenders as per the Fugitive Economic Offender Act, 2018.

11. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulation 164(2), 164(3) and 167(5) of (h) of SEBI ICDR Regulations are not applicable.

However, the hereby Company undertakes as follows-

- I. The Company shall re-compute the price of the Equity Shares issued in terms of the preferential allotment under this resolution as per the provisions of the SEBI ICDR Regulations where it is required to do so.
- II. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the Allottees.

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

Not applicable

13. No of persons to whom allotment on preferential basis have been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year.

14. The current and proposed status of the Allottee(s) post Preferential issue namely, Promoter or Non-Promoter:

Sr No.	Name of Proposed Allottees	Current Status of the Propsoed Allottees	Proposed Status of the Proposed Allottees post the Preferential issue
1	Sunil Hukumat Rajdev	Promoter	Promoter
2	Dayaldas Santumal Miterani	Non-Promoter	Non-Promoter
3	Anilkumar Dayaldas Miterani	Non-Promoter	Non-Promoter
4	Bhagwandas Miterani	Non-Promoter	Non-Promoter
5	Kishan B Miterani	Non-Promoter	Non-Promoter
6	Nima Rameshkumar Thakkar	Non-Promoter	Non-Promoter
7	Rameshkumar Sagalchand Thakkar	Non-Promoter	Non-Promoter
8	Neema Rameshkumar Sethi	Non-Promoter	Non-Promoter
9	Kawal Sethi	Non-Promoter	Non-Promoter
10	Kresha Sunil Sewani	Non-Promoter	Non-Promoter
11	Nishk Sewani	Non-Promoter	Non-Promoter
12	Sunil Prahladbhai Sewani	Non-Promoter	Non-Promoter
13	Tulsiram Khanchand Tekwani	Non-Promoter	Non-Promoter
14	Nisha Ashish Tekwani	Non-Promoter	Non-Promoter
15	Chanda Tulsiram Tekwani	Non-Promoter	Non-Promoter
16	Ashish Tulsiram Tekwani	Non-Promoter	Non-Promoter
17	Krunal Patel	Non-Promoter	Non-Promoter
18	Hansaben Patel	Non-Promoter	Non-Promoter

15. Lock-in Period:

The Equity Shares shall be subject to lock-in for such period as specified under the Provisions of relevant Regulation(s) of SEBI ICDR Regulations.

The entire Pre-Preferential Allotment shareholding of the allottees shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.

16. Listing and Material Terms of the Issue:

The Company will make an application to the Stock Exchange at which the existing Equity Shares are listed for listing of Equity Shares allotted by way of preferential issue. The above shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company in all respects including dividend.

17. Identity of Proposed Allottees (including natural personas who are the ultimate beneficial owners of equity shares proposed to be allotted and/or having ultimate control):

Sr No.	Name of Proposed Allottees	Category	The identity of the natural persons who are the ultimate beneficial of owner of the Shares pursuant to be allotted and/or who ultimately control the proposed Allottees
1	Sunil Hukumat Rajdev	Promoter	Not Applicable, as the allottee is an Individual
2	Dayaldas Santumal Miterani	Non-Promoter	Not Applicable, as the allottee is an Individual
3	Anilkumar Dayaldas Miterani	Non-Promoter	Not Applicable, as the allottee is an Individual
4	Bhagwandas Miterani	Non-Promoter	Not Applicable, as the allottee is an Individual
5	Kishan B Miterani	Non-Promoter	Not Applicable, as the allottee is an Individual
6	Nima Rameshkumar Thakkar	Non-Promoter	Not Applicable, as the allottee is an Individual
7	Rameshkumar Sagalchand Thakkar	Non-Promoter	Not Applicable, as the allottee is an Individual
8	Neema Rameshkumar Sethi	Non-Promoter	Not Applicable, as the allottee is an Individual
9	Kawal Sethi	Non-Promoter	Not Applicable, as the allottee is an Individual
10	Kresha Sunil Sewani	Non-Promoter	Not Applicable, as the allottee is an Individual

11	Nishk Sewani	Non-Promoter	Not Applicable, as the allottee is an Individual
12	Sunil Prahladbhai Sewani	Non-Promoter	Not Applicable, as the allottee is an Individual
13	Tulsiram Khanchand Tekwani	Non-Promoter	Not Applicable, as the allottee is an Individual
14	Nisha Ashish Tekwani	Non-Promoter	Not Applicable, as the allottee is an Individual
15	Chanda Tulsiram Tekwani	Non-Promoter	Not Applicable, as the allottee is an Individual
16	Ashish Tulsiram Tekwani	Non-Promoter	Not Applicable, as the allottee is an Individual
17	Krunal Patel	Non-Promoter	Not Applicable, as the allottee is an Individual
18	Hansaben Patel	Non-Promoter	Not Applicable, as the allottee is an Individual

18. The Percentage (%) of Post Preferential Issue Capital that may be held by Allottees and Change in Control, if any, consequent to the Preferential issue

No. of Investor	Name of Investors	No. of Equity Shares to be allotted	Category	Pre – Pref. Holding		Post – Pref. Holding	
				No. of Shares	% of Holding	No. of Shares	% of Holding
1.	Dayaldas Santumal Miterani	9,30,000	Non-Promoter	0	0.00	930000	0.95
2.	Anilkumar Dayaldas Miterani	9,30,000	Non-Promoter	0	0.00	930000	0.95
3.	Bhagwandas Miterani	9,30,000	Non-Promoter	0	0.00	930000	0.95
4.	Kishan B Miterani	9,30,000	Non-Promoter	0	0.00	930000	0.95
5.	Nima Rameshkumar Thakkar	37,05,000	Non-Promoter	0	0.00	3705000	3.80

6.	Rameshkumar Sagalchand Thakkar	37,05,000	Non-Promoter	0	0.00	3705000	3.80
7.	Neema Rameshkumar Sethi	10,07,500	Non-Promoter	68888	0.11	1076388	1.10
8.	Kawal Sethi	10,07,500	Non-Promoter	0	0.00	1007500	1.03
9.	Kresha Sunil Sewani	18,75,000	Non-Promoter	17500	0.03	1892500	1.94
10.	Nishk Sewani	18,75,000	Non-Promoter	0	0.00	1875000	1.92
11.	Sunil Prahladbhai Sewani	18,75,000	Non-Promoter	0	0.00	1875000	1.92
12.	Tulsiram Khanchand Tekwani	12,00,000	Non-Promoter	204832	0.34	1404832	1.44
13.	Nisha Ashish Tekwani	12,00,000	Non-Promoter	208998	0.35	1408998	1.45
14.	Chanda Tulsiram Tekwani	12,00,000	Non-Promoter	343600	0.57	1543600	1.58
15.	Ashish Tulsiram Tekwani	12,00,000	Non-Promoter	360000	0.60	1560000	1.60
16.	Krunal Patel	4,65,000	Non-Promoter	0	0.00	465000	0.48
17.	Hansaben Patel	4,65,000	Non-Promoter	0	0.00	465000	0.48
18.	Sunil Hukumat Rajdev	1,30,00,000	Promoter	22910906	38.18	35910906	36.83

Note:

- I. There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.
- II. The Pre-issue Capital has been taken the Paid-up and Listed Capital as on Relevant Date i.e 6,00,00,000 Equity Shares of Rs. 2/- each for the calculation of pre-preferential shareholding of allottees.
- III. The Post-issue capital is derived on the assumption that the 3,75,00,000 Equity Shares proposed to be allotted in the present issue will be so allotted and accordingly the post issue capital after this preferential issue will be 9,75,00,000 Equity shares of face value of Rs.2/- each.

19. Shareholding pattern of the issuer before and after the preferential issue:

Please refer Annexure - A to this notice for details.

20. Practicing Company Secretary's Certificate:

A Certificate from M/s. Krushang Shah & Associates, Practicing Company Secretary (ICSI Membership No.: 42187 CP No: 26085), practicing Company Secretaries certifying that the preferential issue of Equity Shares is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the Extra-ordinary General Meeting of the Shareholders. The certificate shall be made available online for inspection to the Members at the Meeting and which can be accessed at www.danubeindustries.com under Investor section.

21. Principal terms of assets charged as securities:

Not applicable

22. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Except intent to subscribe Equity shares, no other contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

23. Other Disclosure:

- I. The Company is in compliance with the conditions of continues listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations'
- II. The Proposed Allottees have not sold or transferred any Equity Shares during the 90(ninety) trading days preceding the relevant date;
- III. Since the present issue size of the Company does not exceed Rs. 100 Crore (Rupees One Hundred Crore), the company is not required to appoint a monitoring agency

Accordingly the approval of the Members of the Company is hereby subject by way of Special Resolution for authorizing the Board of Directors of the Company to create, issue and allot Subscription Shares as specifically described in the resolution set out at item no 2 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the accompanying notice for approval by the Members.

Except Mr. Sunil Rajdev and their relatives, None of the other Directors, Key Managerial Personnel or their relatives there of are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company and number of shares proposed to be subscribe in present Issue.

ITEM NO 3:

The Company is proposing to enter into certain transactions with related parties as described in this explanatory statement during Financial Year 2024-2025. All transactions to be entered into by the Company with related parties are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/ SEBI LODR, 2015 have already been obtained from the Audit Committee/Board.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “the Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

It may be noted that as per the definition provided in the explanation to Regulation 23 (1) of SEBI LODR, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Members may importantly note that the Company has been undertaking such transactions of similar nature with the said related parties in the past financial years, in the ordinary course of business and on arms’ length after obtaining requisite approvals. The maximum annual value of the proposed transactions with below mentioned related parties is estimated on the basis of Company’s current transactions with them and future business projections.

The following arrangements/transactions/ contracts which may be entered into by the Company with its related parties, from time to time, defined below are estimated to exceeds the threshold limit as prescribed in the SEBI Regulations and therefore it is consider as material related party transactions. Accordingly, it requires approval of the Company by way of passing of a Special Resolution.

Details of Proposed Related Party Transaction

Name of Relative Party	Description of Relationship	Nature of Transactions	Amount of Transaction proposed
Future Infomedia Private Limited	Meena Sunil Rajdev is a Director	Purchase/Sale of Goods	Rs. 30 Cr.
Allied Business Corporation	Sunil Rajdev is Proprietor	Purchase/Sale of Goods	Rs. 10 Cr.

The above transaction shall be in the ordinary course of business and on the arm’s length price basis.

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

Sr. No.	Particulars	Details
1	A summary of the information provided by the management to the Audit Committee	The details of the proposed transactions as detailed above which includes the nature, terms and proposed limits etc. were placed to the Audit Committee.
2	Justification for why the proposed transactions is in the interest of the Company	Arrangement is commercially beneficial.
3	Where the transaction relates to any loans, inter-corporate deposits, advances or	Not Applicable

	investments made or given by the listed entity or its subsidiary	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	Any other information that may be relevant	Not Applicable

The Board of Directors believes that the proposed transaction is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except Directors, Key Managerial Personnel forms part of promoters and promoter group, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

ITEM NO 4:

The Board of Directors had appointed Mr. Jayson Jacob Mathew (DIN: 10799640), as an Additional Director of the Company classified as an Independent Director, for a term of five years commencing from October 07, 2024, subject to the approval of the Members. He holds office upto date of annual general meeting from the date of appointment. The Company has, in terms of Section 160(1) of the Act, received a recommendation of Nomination and Remuneration Committee of the Company and the Board of Directors, recommending his candidature for the office as an Independent Director.

Accordingly, it is proposed to approve the appointment of Mr. Jayson Jacob Mathew as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from October 07, 2024 upto October 06, 2029.

Mr. Jayson Jacob Mathew is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as an Independent Director and has given his consent to act as an Independent Director. The Company has also received a declaration from Mr. Jayson Jacob Mathew that he meets the criteria of independence as prescribed in under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Brief profile: Mr. Jayson Jacob Mathew, aged ~42, is an experienced Chartered Accountant with over a decade of expertise in corporate structuring, financial oversight, and regulatory compliance. As a partner at Saju & Co., Chartered Accountants, he has guided numerous businesses through financial audits, tax planning, and corporate governance, with a specialization in LLP structuring and risk management. Mr. Jayson Jacob Mathew is committed to upholding high standards of corporate ethics and ensuring transparency in financial reporting.

Key Expertise:

Corporate Governance & Risk Management: Extensive experience in ensuring compliance with regulatory frameworks and improving governance practices.

Audit & Financial Reporting: Skilled in statutory and internal audits, ensuring accurate and transparent financial reporting.

Tax Planning & Compliance: In-depth knowledge of tax laws and efficient tax planning for businesses.

Technology Integration: Expertise in leveraging AI & ML for improving financial processes and decision-making.

Mr. Jayson Jacob Mathew brings a wealth of experience in financial governance, risk management, and corporate compliance, making him an ideal candidate for an Independent Director role in a listed company.

Owing to Mr. Jayson Jacob Mathew education and experience, the Board has opinion that, he fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as Independent Director and core skills/expertise/competencies possessed by him will provide more strengthen to the Company.

Mr. Jayson Jacob Mathew does not hold any shares in the Company. During the financial year 2023-24, attending Board Meeting is not applicable as his appointment is after the Financial Year. The Company will pay remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. As on March 2024, he does not holds any committee membership. At present he does not hold any listed Companies Directorship nor Committee Membership.

The terms and conditions of his appointment shall be available on the website of the Company and open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the EGM. He is not related to any other existing Director of the Company. During past three years, he had not resigned for any of the listed companies in which he holds directorship.

Mr. Jayson Jacob Mathew is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Jayson Jacob Mathew may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 4 of the Notice.

The Board recommends the Resolution for your approval.

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

Sd/-

Kajal Garg

Company Secretary Mem. No.: A64229

Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr. No.	Category of Shareholder(s)	Pre-Issue (As on 04.10.2024)		Post-Issue (Assuming full Allotment)	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A	Promoters & Promoter Group Holding				
A1	Indian				
	Individuals/Hindu undivided Family	23331906	38.89	36331906	37.26
	Bodies Corporate	0	0	0	0
	Sub Total A1	23331906	38.89	36331906	37.26
A2	Foreign				
	Individuals/Hindu undivided Family	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total A	-	-	-	-
	Total Promoters & Promoter Group Holding A1 + A2	23331906	38.89	36331906	37.26
B	Public shareholders				
B1	Institutions	-	-	-	-
B2	Institutions (Domestic)	-	-	-	-
B3	Institutions (Foreign)	-	-	-	-
B4	Central Government/ State Government(s)/ President of India	-	-	-	-
B5	Non-Institutions				
	Resident Individuals	34380048	57.30	58880048	60.39
	Non Resident Indians (NRIs)	336168	0.56	336168	0.35
	Bodies Corporate	684842	1.14	684842	0.70
	HUF	1266036	2.11	1266036	1.30

	Trust	1000	0.00	1000	-
	Firm	-	-	-	-
	Total Public Holding B1+B2+B3+B4+B5	36668094	61.11	61168094	62.74
C	Shares held by custodians	-	-	-	-
	Grand Total A + B + C	60000000	100.00	97500000	100

DANUBE INDUSTRIES LIMITED
REG. OFFICE : A-2101, PRIVILON, B/H ISCON TEMPLE,
AMBLI-BOPAL ROAD, S.G. HIGHWAY, AHMEDABAD – 380054.
CIN: L29100GJ1980PLC097420 || E-mail : info@danubeindustries.com
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, October 31, 2024 at 11:00 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

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

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

1. Name: _____

Address: _____

Email ID: _____

Signature: _____ or failing him;

2. Name: _____

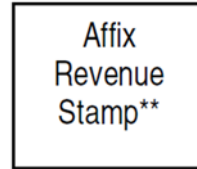
Address: _____

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, October 31, 2024 at 11:00 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
Special Business:			
1	Increase in Authorized share capital of the Company and alteration of Memorandum of Association of the Company		
2	Issuance of Equity Shares of the Company by way of Preferential Issue		
3	To consider and approve Material Related Party Transaction(s) proposed to be entered into by the company		
4	To appoint Mr. Jayson Jacob Mathew as an Independent Director of the Company		



Signed this _____ day of October, 2024

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

