

DANUBE INDUSTRIES LIMITED
(Formerly known as Dwekam Industries Limited)
(CIN:L21015GJ1980PLC097420)

ANNUAL REPORT
2018-19

REGISTERED OFFICE

**Office No. A - 2101, Privilon , Jodhpur,
Bopal Ambli BRTS Road, Vejalpur,
Ahmedabad, Gujarat.**

Board of Directors

Mayur Manubhai Shah
Sunder Dayaldas Tekchandani
Vasudev Hardasani Khemchand
Jigna Mahesh Thakkar*
Nimesh Rasikbhai Patel**
Richa Vinodbhai Vaswani#
Sweety Purohit ##

Non-Executive Independent Director
Non-Executive Independent Director
Non-Executive Independent Director
Non-Executive Independent Director
Non-Executive Independent Director
Professional Director
Company Secretary

* Appointed w.e.f 21/12/2018
**Appointed w.e.f 21/12/2018
Appointed w.e.f. 27/04/2018
##Appointed w.e.f. 15/12/2018

AUDITORS

Vishves A. Shah & Co.
Chartered Accountants
316, Abhishek Plaza, B/h Navgujarat College,
Income-Tax, Ahmedabad-380009.

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Members of Danube Industries Limited will be held on Friday, the 27th September, 2019 at 12:00 P.M. at the registered office of the Company at Office No. A - 2101, Privilon , Jodhpur, Bopal Ambli BRTS Road, Vejalpur, Ahmedabad, Gujarat.

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2019, together with the Reports of Board of Directors and Auditors thereon;
2. To appoint a Director in place of Ms. Richa Vaswani, who retires by rotation, and being eligible offers her for re-appointment.
3. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM appointment of M/s Vishves A. Shah & Co., Chartered Accountants (Firm Registration No. 121356W) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2019-2020 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2020 as may be determined by the audit committee in consultation with the auditors, plus applicable GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

Special Business

4. To consider and, if thought fit, to pass the following resolution as an Special Resolution:-

“Resolved that, in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the appointment of Mr. Hukumat Meghraj Rajdev (DIN: 00202615) as a Director, not liable to retire by rotation, and also as Managing Director of the Company for a period of five years with effect from 27th September, 2019 or till such earlier date to confirm with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

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5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“Resolved that, in accordance with the provisions of Sections 196 and 197 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the appointment of Mrs. Meena Hukumat Rajdev (DIN: 08060219) as a Director, liable to retire by rotation, and also as Whole time Director of the Company for a period of two years with effect from 27th September, 2019, or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

6. To change the object clause of the company and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to approval of the members of the Company and Registrar of Companies, the consent of the Board of Directors of the Company be and is hereby accorded to amend the Memorandum of Association of the Company as follows:-

To undertake, engage in, conduct, carry on the business of manufacturing, trading, building, repairing, refitting, inventing, experimenting, testing, originating, fabricating, sub-contracting, importing, exporting, dealing in sale of all kind of Engineering Equipment's and its products & raw materials, Air Conditioners and its equipments ,radars, global positioning systems, sensors, all kinds of naval, land, air and space defense systems, homeland security systems, navigation systems, surveillance communication equipment, armaments, simulators, training systems, electronic, computer enabled/ controlled engines, propellers and other equipments used therein, mechanical/ electronic defense devices, Electrical and Electronic Components, hardware and software systems including assemblies, sub-assemblies, parts, components, accessories, fitments to any & all such devices/ equipment, integration of weapon systems (including electronics/ IT, fire control & fighting system integration), vehicles, military tanks, whether armoured or un-armoured, machine tools and machinery of any other description for use by armed forces including upgrades of weapon system, components & spares of the same and to provide service, maintenance, support for the same and to conduct all or any of the activities connected therewith.

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Ms. Jigna Mahesh Thakkar (DIN: 08308619), who was appointed as an Independent Director of the Company by the Board of Directors w.e.f. 21/12/2018, and who holds office up to the date of this Annual General meeting), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a period of five consecutive years whose period of office shall not be liable to retired by Rotation.”

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8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Nimesh Rasikbhai Patel (DIN: 08308685), who was appointed as an Independent Director of the Company by the Board of Directors w.e.f. 21/12/2018, and who holds office up to the date of this Annual General meeting), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a period of five consecutive years whose period of office shall not be liable to retired by Rotation.”

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

**SWEETY PUROHIT
COMPANY SECRETARY & COMPLIANCE OFFICER
DATE: 14/08/2019**

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NOTES:

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item Nos. 4 to 8 at the meeting, is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of 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 intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Notice and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20th September, 2019 to Friday, 27th September, 2019 (both days inclusive).
6. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent M/s. Purva Share Registry (India) Pvt. Ltd. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Company.
8. Members intending to seek explanation /clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.

10. PROCESS FOR MEMBERS OPTING FOR E-VOTING

- i. In compliance with the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut –off date i.e 20th September, 2019 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

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- iii. The remote e-voting will commence on Tuesday, 24th September, 2019 at 10.00 am and will end on Thursday, 26th September, 2019 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the company as on the Cut-off date i.e 20th September, 2019.
- vii. The Company has appointed Ms. Hetika D. Kinger , Proprietor of M/s. Kinger & Associates, Practicing Company Secretary (Membership No. 53547, COP No. 19782) to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- viii. The Procedure and instructions for remote e-voting are as follows:
 - (i) The Shareholders should log on to the e-voting website www.evotingindia.com
 - (ii) Click on Shareholders.
 - (iii) Now Enter your User ID
 - (iv) For CDSL: 16 digits beneficiary ID,
 - a. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address slip (affixed on a Annual Report).
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd /mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on EVSN of the Company.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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- (xx) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 to 8 of the accompanying Notice dated 14/08/2019

ITEM No. 4:

On the recommendation of the Nomination & Compensation Committee ('the Committee') and subject to the approval of the Members, the Board at the meeting held on 14th August, 2019, designated Mr. Hukumat Rajdev as Managing Director of the Company with effect from 27th September, 2019 on the terms and conditions. The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the appointment of Mr. Hukumat Rajdev as a Director, and as Managing Director of the Company, as set out in the Resolution relating to his appointment, on the following remuneration:-

- (I) Basic / Consolidated Salary – Rs. 6,00,000/- annually.
- (II) Performance Bonus – Not exceeding 100% of Basic / Consolidated Salary, payable annually for each financial year, as may be determined by the Board.
- (III) Perquisites – In addition to the aforesaid Basic / Consolidated Salary and Performance Bonus, Mr. Hukumat Rajdev shall be entitled to perquisites like gas, electricity, water, furnishings, leave travel concession for self and family, club fees, personal accident insurance, sampling of the Company's products and services etc. in accordance with the rules of the Company, the monetary value of such perquisites being limited to 6,00,000/- per annum, for the purposes of which limit perquisites shall be valued as per the provisions of the Income-tax Act and the Rules thereunder, wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost. However, the following shall not be included in the aforesaid perquisite limit:-
 - (a) Rent free accommodation owned / leased / rented by the Company, or Housing Allowance in lieu thereof, as per the rules of the Company.
 - (b) Contributions to Provident Fund and Superannuation Fund up to 27% of salary and contribution to Gratuity Fund up to 8.33% of salary, as defined in the rules of the respective Funds, or up to such other limit as may be prescribed under the Income-tax Act and the Rules thereunder for this purpose.
 - (c) Perquisite value in terms of the Income-tax Act and the Rules thereunder upon exercise of Options granted under the Company's Employee Stock Option Schemes.
 - (d) Medical expenses for self and family as per the rules of the Company.
 - (e) Use of chauffeur driven Company car and telecommunication facilities at residence (including payment for local calls and long distance official calls).
 - (f) Encashment of unavailed leave as per the rules of the Company at the time of retirement / cessation of service.