

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

**ANNUAL REPORT**  
**2019-2020**

**REGISTERED OFFICE**

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

**BOARD OF DIRECTORS**

1. Hukumat Meghraj Rajdev	Managing Director (w.e.f. 27/09/2019)
2. Meena Sunil Rajdev	Whole Time Director (w.e.f. 27/09/2019)
3. Mayur Manubhai Shah	Non-Executive Independent Director (Up to 14.08.2019)
4. Sunder Dayaldas Tekchandani	Non-Executive Independent Director (Up to 14.08.2019)
5. Vasudev Hardasani Khemchand	Non-Executive Independent Director (Up to 14.08.2019)
6. Jigna Mahesh Thakkar	Non-Executive Independent Director
7. Nimesh Rasikbhai Patel	Non-Executive Independent Director
8. Richa Vinodbhai Vaswani	Professional Director
9. Sunil Hukumat Rajdev	CFO (w.e.f. 14/08/2019)
10. Charu Bavise	Company Secretary (w.e.f 10/12/2019)

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

# Danube Industries Limited

(Previously Known as Dwekam Industries Limited)

Reg. Off.: OFFICE NO. A-2101, PRIVILON , JODHPUR, BOPAL AMBLI BRTS ROAD, VEJALPUR, AHMEDABAD  
CIN: L21015GJ1980PLC097420

Email Id: [dwekamindustries@gmail.com](mailto:dwekamindustries@gmail.com)

Website: [www.dwekamindustriesltd.co.in](http://www.dwekamindustriesltd.co.in)

## **NOTICE OF THE 40<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that Fortieth (40<sup>th</sup>) Annual General Meeting of the members of Danube Industries Limited (CIN: L29100GJ1980PLC097420) will be held on Wednesday, 30th day of December, 2020 at 11:00 a.m. at the Registered Office of the Company through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company which includes Audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss including the statement of Other Comprehensive Income and Cash Flow of the Company as on that date together with the Auditors' Report thereon and Report of the Board of Directors.
2. To appoint a Director in place of Ms. Richa Vinodbhai Vaswani, Director of the Company who retires by rotation and being eligible offers himself for reappointment.

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

**HUKUMAT MEGHRAJ RAJDEV  
MANAGING DIRECTOR  
DATE: 02.12.2020**

---

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. In terms of the said circulars, the 40th Annual General Meeting (AGM) of the members will be held through VC/OAVM only. The facility of VC or OVAM and also casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL. The framework prescribed by MCA in said circulars would be available to the members for effective participation in following manner:

a. Company is convening 40th Annual General Meeting (AGM) through VC / OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required for this annual general meeting.

b. The Members can join the AGM through the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

c. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 40th AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

d. Company is providing two way teleconferencing facility for the ease of participation of the members. Link for joining the meeting is being given separately.

e. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives by sending a scanned copy of its Board Resolution to the Scrutinizer by email through its registered email address to [cshetikakinger@gmail.com](mailto:cshetikakinger@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

f. Participants i.e. Members, Directors, Auditors and other eligible persons to whom this notice is being circulated are allowed to submit their queries/questions etc. before the general meeting in advance on the e-mail address of the company at [dwekamindustries@gmail.com](mailto:dwekamindustries@gmail.com). Further, queries / questions may also be posed concurrently during the general meeting at the above given email Id.

g. Members, Directors, Auditors and other eligible persons to whom this notice is being circulated can attend

this annual general meeting through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time.

h. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

2. Process for those members whose email ids are not registered:

a) Physical members shall provide necessary details like Folio No., Name of member, 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 the Company at [dwekamindustries@gmail.com](mailto:dwekamindustries@gmail.com) / RTA at [scs\\_pl@yahoo.co.in](mailto:scs_pl@yahoo.co.in) for registration of their e-mail id.

b) Demat members shall provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to the Company at [dwekamindustries@gmail.com](mailto:dwekamindustries@gmail.com) / RTA at [scs\\_pl@yahoo.co.in](mailto:scs_pl@yahoo.co.in) for registration of their e-mail id.

3. In case of joint holders attending the Meeting, only such Joint holder who is higher in the order of names will be entitled to vote.

4. All documents referred to in the Notice along with the Statutory Registers maintained by the Company as per the Companies Act, 2013 will be available for inspection in electronic mode up to the date of the AGM of the Company and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an email to [dwekamindustries@gmail.com](mailto:dwekamindustries@gmail.com)

6. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 24<sup>th</sup> December, 2020 to Wednesday, 30<sup>th</sup> December, 2020 (both days inclusive) for determining the entitlement of the members for the purpose of 40th Annual General Meeting.

7. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions set out in this Notice are being conducted through E- Voting, the said resolutions will not be decided on show of hands at the Annual General Meeting.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to our Registrar & Transfer Agent i.e. Satellite Corporate Services Pvt. Ltd. in case the shares are held by them in physical form.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Satellite Corporate Services Pvt. Ltd. for assistance in this regard.

10. If a shareholder has queries on "Accounts, Operations and Finance" of the Company, the same may be sent to the Company by them at least 10 (ten) days before the Meeting so that the answers are readily available at the Meeting.

11. Kindly quote your Ledger Folio Number / DP ID- Client ID Number in all your future correspondence.

12. Pursuant to the Provision of Section 72 of the Companies Act, 2013 members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective

depository participant.

13. The Company has appointed M/s. Satellite Corporate Services Pvt. Ltd.. as its Registrar and Transfer Agent. All the shareholders of the Company are requested to correspond directly to the R.T.A at the following address in the matters relating to transfer of shares, unclaimed dividend, change of address, issue of duplicate share certificates and dematerialization of shares etc.

**14. APPEAL TO MEMBERS:**

The Company would like to appeal to its members to hold their Shares in Dematerialized (Demat) form. Managing your investment in securities is simple and easy in Demat / Electronic Form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat form. The members may get in touch with the M/s Satellite Corporate Services Pvt. Ltd. at [scs\\_pl@yahoo.co.in](mailto:scs_pl@yahoo.co.in) , our Registrar and Transfer Agent or Company Secretary at [dwekamindustries@gmail.com](mailto:dwekamindustries@gmail.com) for any query relating to Demat.

15. Non- Resident Indian Members are requested to inform M/s Satellite Corporate Services Pvt. Ltd, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number IFSC, MICR Code and address of the bank with pin code number, if not furnished earlier.

16. The Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in the Securities / Capital market to furnish Income Tax (PAN). Accordingly, all the shareholders are requested to submit their Permanent Account Number along with photocopy of both the sides of the PAN Card duly attested. Shareholders holding shares in electronic form are required to furnish their PAN to their Depository Participant with whom they maintain their account along with documents as required by them. Shareholders holding shares in physical form are requested to submit photocopy of the PAN Card of all the holders including joint holders duly attested by Notary Public / Gazette Officer / Bank Manager under their official seal and with full name and address either to the Company's Registered Office or at the office of its Registrar at the address mentioned above.

**17. VOTING:**

All the persons whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on cut- off date i.e. Wednesday, 2nd December, 2020 only shall be entitled to vote at the General Meeting by availing facility or remote e-voting or by voting through ballot paper at the General Meeting.

**VOTING THROUGH ELECTRONIC MEANS:**

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the A.G.M. For this purpose, the Company has entered into an arrangement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

b) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation read with the MCA circulars.

c) During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Wednesday, 2nd December, 2020, may cast their vote

electronically. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.

d) The voting period begins on Sunday, 27<sup>th</sup> December, 2020 at 10.00 A.M. and ends on Tuesday, 29<sup>th</sup> December, 2020 at 5.00 P.M. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (being the record date) i.e. Wednesday, 2<sup>nd</sup> December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after Tuesday, 29<sup>th</sup> December, 2020 at 5.00 P.M.

e) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting.

f) The facility for voting, through electronic voting system, shall also be made available during the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have 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.

g) The instructions for the members for voting electronically are as under:

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

b. Click on Shareholders.

c. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

or

Alternatively, if you are registered for CDSL's EASI/ EASIEST e-services, you can log-in at <https://www.cdslindia.com> from login myeasi using your login credentials. Once you successfully login to CDSL's EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

d. Next enter the Image Verification as displayed and Click on Login.

e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

f. 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 digital 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"> <li>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).</li> </ul>
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"> <li>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).</li> </ul>
-----------------------	---

g. After entering these details appropriately, click on “SUBMIT” tab.

h. 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.

i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

j. Click on the EVSN for Danube Industries on which you choose to vote.

k. 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.

l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

m. 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.

n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

o. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

p. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

q. Shareholders can also cast their vote using CDSL’s Mobile app - “m - Voting” available for i- phone as well as android and windows based mobiles. The m-voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

h) 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](http://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](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the



Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**i) INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the A.G.M. is same as the instructions mentioned above for Remote e-voting.
2. Only those members, who are present in the A.G.M. through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the members through the e-voting available during the A.G.M. and if the same members have not participated in the meeting through VC/OAVM facility , then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
5. For Assistance / Queries for e-voting etc.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

**j) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/ AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at [https:// www.evotingindia.com](https://www.evotingindia.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Ms. Hetika Dipak Kinger, Practicing Company Secretary holding Certificate of Practice No.53547 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours from the conclusion of meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.

The results declared along with the Scrutinizer's Report shall be placed on the on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com) within three days of the passing of the Resolutions at the 40th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

Since the 40th AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.