



DANGEE DUMS LIMITED
(CIN: L55101GJ2010PLC061983)

Regd. Off.: 4/A, KETAN SOCIETY NR. SARDAR PATEL COLONY, NARANPURA AHMEDABAD 380014
Phone No. +91 9512500570 Email: cs@dangeedums.com Website : www.dangeedums.com

POSTAL BALLOT NOTICE

**(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"),
read with the Companies (Management and Administration) Rules, 2014)**

Dear Member(s),

Notice is hereby given to the members of **DANGEE DUMS LIMITED** ("the Company") pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force and further pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs and Circular No. 20/2020 dated May 5, 2020 and also Securities Exchange Board of India, vide its circular No. SEBI/HOJCFDJCMD1JCIR/P/2020n9 dated May 12, 2020 ("Circular"), for seeking the approval of the Members of the Company by way of Special Resolution for the businesses set out hereunder through Postal Ballot through remote e-voting ("Postal Ballot/ E-Voting").

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval.

The Board of Directors of the Company has appointed Mr. Devesh Khandelwal (Membership No. FCS: 6897, COP: 4202), Proprietor of Khandelwal Devesh & Associates., Company Secretaries, having their office at 905, Sakar V, B/h Natraj Cinema, Ashram Road, Ahmedabad-380009, Gujarat as the Scrutinizer, for conducting the postal ballot/e-voting process in a fair and transparent manner and Central Depository Services (India) Limited (CDSL) to provide e-voting facility for the postal ballot.

Members should note that in terms of the General Circulars issued by Ministry of Corporate Affairs (MCA), no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In accordance with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means. The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by CDSL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before January 28, 2020 by 5:00 p.m. at the registered office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated

to stock exchange, National Stock Exchange of India Limited (NSE) where Equity Shares of the Company are listed.

The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/e-voting:

ITEM-1: - VARIATION IN TERMS OF OBJECTS OF THE ISSUE (IPO)

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

“RESOLVED THAT pursuant to the provisions of Section 27 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to vary the terms referred to in the prospectus dated August 09, 2018 (the ‘Prospectus’) in relation to the terms of utilization of the proceeds received from the initial public offering of equity shares (the ‘IPO’) made in pursuance of the Prospectus and utilize such proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the ‘Board’, which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.”

ITEM-2: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (“the act”), the new set of Article of Association, as placed before the meeting and initiated by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Article of Association of the Company in the place and exclusion of the existing Article of Association of the Company.”

“RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby, authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution.”

ITEM-3 CHANGE IN TERMS OF APPOINTMENT OF MR. NIKUL JAGDISHCHANDRA PATEL, CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and relevant Rules and Regulations made thereunder, consent of the members of the Company be and is hereby accorded to alter the terms of appointment of Mr. Nikul Jagdishchandra Patel, Chairman & Managing director of the Company by changing his category of appointment as Director of the Company from “his term of appointment of director is not liable to retire by rotation” to “his term of appointment of director is liable to retire by rotation”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things to give effect to this resolution."

ITEM 4: TO REGULARIZE MR. DHRUV ASHOKBHAI PATEL (DIN:05270487) AS DIRECTOR (NON EXECUTIVE NON INDEPENDENT) OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Dhruv Ashokbhai Patel (DIN:05270487) who was appointed as an Additional Director of the Company with effect from 19/12/2020 and who holds office up to the date of ensuing Annual General Meeting of the Company, in terms of Section 161 (1) of the Companies Act, 2013 be and is hereby appointed as a Director of the Company under the category of Non Executive Non Independent Director whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary."

Regd Office:

4/A, Ketan Society Nr. Sardar Patel Colony,
Naranpura, Ahmedabad 380014

Date: 19/12/2020

Place: Ahmedabad

For, Dangee Dums Limited

Sd/-

Nikul Jagdishchandra Patel

Managing Director

(DIN: - 01339858)

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. Members should note that in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only.
3. the Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. the Company has engaged the services of CDSL to provide E-voting facility to its Members. Detailed instructions on E-voting are given as under.
4. The Postal Ballot Notice is being sent to all the Members, whose names are appearing in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of working hours on Friday, December 18, 2020 ('cut-off date'). Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date.
5. This Notice is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Bank/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses. Members may note that this Notice along with the Postal Ballot Form is available on the Company's website: www.dangeedums.com. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company Secretary at cs@dangeedums.com.
6. The voting period for Postal Ballot and E-voting shall commence from Monday, December 28, 2020 at 9.00 a.m. IST and end on Wednesday, January 27, 2021 at 5.00 p.m. IST. Votes received by way of E-voting beyond 5.00 p.m. on Wednesday, January 27, 2021 at 5.00 p.m. shall be considered invalid.
7. The Board of Directors has appointed Mr. Devesh Khandelwal (Membership No. FCS: 6897, COP: 4202), Proprietor of Khandelwal Devesh & Associates., Company Secretaries as the Scrutinizer to scrutinize the Postal Ballot and E-voting process in a fair and transparent manner.

8. Upon completion of the scrutiny of the Postal Ballot Forms and the votes cast through E-voting, the Scrutinizer will submit his report to the Chairperson/Company Secretary. The combined result would be announced by the Company on or before Thursday, January 28, 2020. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.dangeedums.com and on CDSL and communication of the same will be sent to National Stock Exchange of India Limited within the prescribed time.
9. Any query in relation to the said Special Resolution may be sent to cs@dangeedums.com.
10. the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The instructions for members for voting electronically are as under: -
 - a) The voting period begins on Monday, December 28, 2020 at 9.00 a.m. IST and end on Wednesday, January 27, 2021 at 5.00 p.m. IST. Votes received by way of E-voting beyond 5.00 p.m. on Wednesday, January 27, 2021 at 5.00 P.M. (IST) shall be considered invalid. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Friday, December 18, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b) The shareholders should log on to the e-voting website www.evotingindia.com.
 - c) Click on Shareholders.
 - d) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - e) Next enter the Image Verification as displayed and Click on Login.
 - f) 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.
 - g) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company please enter the member OR id/ folio number in the Dividend Bank details field as mentioned in instruction (d).

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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.

- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for “Dangee Dums Limited”.
- l) 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.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) 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.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q) 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.
- r) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting” available for all mobile users. The m-Voting app is available on Apple, Android, and Windows based Mobile phones. Shareholders may login to “m-Voting” using their e-voting credentials to vote for the Company resolution(s).**
- s) 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, 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 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.
- t) 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.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM-1:

Pursuant to the approval of the Board and the members of the Company, the Company had undertaken an IPO of its equity shares (the 'issue') in the year 2018. The proceeds from the issue were Rs.20,06,88,000/- (including share issue expenses retained in Escrow Account). the Company had, in terms of prospectus dated August 09, 2018 propose to utilized the net proceeds of the IPO in following manner;

Original Object of Issue	Amount in Rs. raised for the Object
Repayment of Existing Secured Loans	10,99,76,000
Purchase of Fixed Assets	4,77,00,000
General Corporate Expense	3,80,12,000
Issue Expenses	50,00,000
Total	20,06,88,000

The total unspent amount as per the terms of the Issue is Rs. 88,37,812/- as on the date of signing this notice. The Company does not foresee spending of the Unutilised Amount relating to following Object of Issue;

- Repayment of Existing Secured Loans;
- Purchase of Fixed Assets; and
- Issue Expenses.

and the aggregated unutilized amount on these above referred Object of the Issue is Rs.47,80,683/- (the 'Unutilised Amount'), and therefore, the Company intends to vary the terms of Objects of the Issue as referred to in the Prospectus for Rs.47,80,683/-.

The Company will utilize the unutilized amount of Rs 40,57,129/- which relates to General Corporate Expenses for the purpose it raised the amount in the Issue and therefore, does not seek any variation for the unutilized amount of Rs.40,57,129/- i.e. relating to General Corporate Expenses. .

Accordingly, in terms of the provisions of Sections 13 and 27 of the Companies Act, 2013 and any other applicable provisions and the rules made thereunder, the Company seeks approval of the members by way of Special Resolution through postal ballot for variation in the terms of the Objects of the Issue as disclosed in the Prospectus dated August 09, 2018 for the unutilized amount of Rs. 47,80,683/- relates to Repayment of Existing Secured Loans, Purchase of Fixed Assets and Issue Expenses.

The relevant and material information as per Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is set out below:

A. ORIGINAL PURPOSE OR OBJECTS OF THE ISSUE

Pursuant to the approval of the Board and the members of the Company, the Company had undertaken an IPO of its equity shares (the 'issue') in the year 2018. The Company had, in terms of prospectus dated August 09, 2018, proposed the following objects of the issue;

Original Object of Issue	Amount in Rs. raised for the Object
Repayment of Existing Secured Loans	10,99,76,000
Purchase of Fixed Assets	4,77,00,000
General Corporate Expense	3,80,12,000
Issue Expenses	50,00,000
Total	20,06,88,000

B. THE TOTAL MONEY RAISED

Pursuant to the approval of the Board and the members of the Company, the Company had undertaken an IPO of its equity shares (the 'issue') in the year 2018. The proceeds from the issue were Rs.20,06,88,000/- (including share issue expenses).

C. THE MONEY UTILIZED FOR THE OBJECTS OF THE COMPANY STATED IN THE PROSPECTUS

The proceeds from the issue were Rs. 20,06,88,000/- . Out of the total proceeds the Company had utilized total amount of Rs. 19,18,50,188/- as on December 19, 2020 as detailed below:

Original Object of Issue	Amount in Rs. raised for the Object	Amount in Rs. utilized till December 19, 2020.
Repayment of Existing Secured Loans	10,99,76,000	10,57,15,551
Purchase of Fixed Assets	4,77,00,000	4,76,65,350
General Corporate Expense	3,80,12,000	3,39,54,871
Issue Expenses	50,00,000	45,14,416
Total	20,06,88,000	19,18,50,188

D. THE EXTENT OF ACHIEVEMENT OF PROPOSED OBJECTS

As on date of signing this notice, the Company has achieved approximately **95.59%** (in terms of the amount utilised as per Prospectus) towards the Objects of the Issue.

E. THE UNUTILIZED AMOUNT OUT OF THE MONEY SO RAISED THROUGH PROSPECTUS

The Company had made the best efforts to utilize the net proceeds as per the terms of the Issue, however, Rs. 88,37,812/- is still pending to be utilized as on the date of signing this notice. The Company does not foresee spending of the Unutilised Amount relating to following Object of Issue;

- Repayment of Existing Secured Loans;
- Purchase of Fixed Assets; and
- Issue Expenses.

and the aggregated unutilized amount on these above referred Object of the Issue is Rs.47,80,683/- (the 'Unutilised Amount'), and therefore, the Company intends to vary the terms of Objects of the Issue as referred to in the Prospectus for Rs.47,80,683/-.

The Company will utilize the unutilized amount of Rs.40,57,129/- which relates to General Corporate Expenses for the purpose it raised the amount in the Issue and therefore, does not seek any variation for the unutilized amount of Rs.40,57,129/- i.e. relating to General Corporate Expenses..

The Company has been unable to utilise the balance Net Proceeds on account of the following reasons:

- Repayment of certain Secured Loan in the nature of Vehicle Finance carries foreclosure charges, therefore, the Company will repay the outstanding amount out of its internal cash flow as per the payment schedule of the EMI.
- Very less amount i.e. Rs.34,650/- is still unspent on account of Fixed Assets, which now would not be utilized for that specific Fixed Assets, as full amount has already spent on acquisition of the proposed Assets.
- The issue expense was less as expected.

F. PARTICULARS OF THE PROPOSED VARIATION IN TERMS OF CONTRACTS REFERRED TO IN THE PROSPECTUS OR OBJECTS FOR WHICH PROSPECTUS WAS ISSUED

The Company has unutilized amount of IPO of Rs. 47,80,683/- for which variation in terms of objects of the issue is proposed out of total unutilized amount of Rs. 88,37,812/- , as detailed hereunder

- Purchase of Fixed Assets : Rs. 34,650/-
- Issue expenses : Rs. 4,85,584/-
- Repayment of Existing loans : Rs. 42,60,449/-

The Company seeks to transfer the unutilized amount of Rs.47,80,683/- of IPO proceeds to its working capital requirement.

Details of the proposed variation in object of the unutilized amount of Rs. 47,80,683/- ;

PARTICULARS	ESTIMATED SCHEDULE OF IMPLEMENTATION	TOTAL (RS IN LACS)
WORKING CAPITAL REQUIREMENT	Upto 30th June 2021	Rs. 47,80,683/

Notes:

The schedule of deployment as set out in the table above is based on internal management estimates of the Company, assessed in light of current circumstances of the Company's business. The schedule of deployment is, however, dependent upon various factors beyond the Company's control, such as, change in technology, changes in business requirements including orders from operators, delays in execution by external contractors, general economic conditions and political conditions and force majeure. Accordingly, the actual amounts to be spent in a particular financial year for the proposed Objects may be different than the amount set out in the table above. Furthermore, to the extent the Company is unable to utilize or over spend any portion of the funds as per the estimated schedule of deployment set out above, such variation in amounts shall be either deployed or appropriated from any of the aforementioned objects in the current financial year or subsequent financial years as the case may be.

G. THE REASON AND JUSTIFICATION FOR SEEKING VARIATION

The Company has already utilized the amount as stated in the prospectus for the following object of the Issue as detailed hereunder;

Sr. No.	Original Object of Issue	Amount in Rs. raised for the Object	Amount in Rs. utilized till December 2020	Amount in Rs. un-utilized till December 2020
1.	Repayment of Existing Secured Loans	10,99,76,000	10,57,15,551	42,60,449
2.	Purchase of Fixed Assets	4,77,00,000	4,76,65,350	34,650
3.	Issue Expenses	50,00,000	45,14,416	4,85,584
TOTAL		16,26,76,000	15,78,95,317	47,80,683

Now the Company has unutilized amount of Rs.47,80,683/-. The Company seeks to transfer the unutilized amount of Rs. 47,80,683/- of IPO proceeds to working capital requirements.. Our business demands substantial funds towards working capital requirements.

In case there are insufficient cash flows to meet our working capital requirements or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth aspects. Keeping in mind the continuous growth of the business, the Company needs higher working capital.

In view of the above, the Board considers it prudent to seek variation in terms of Object of the Issue of the Unutilized Amount of Rs. 47,80,683/- towards working capital requirement as stated above for optimum utilization of Net Proceeds and maximize the return on investment for members of the Company and ensuring future growth of the Company.

H. THE PROPOSED TIME LIMIT WITHIN WHICH THE PROPOSED VARIATION OBJECTS WOULD BE ACHIEVED

The proposed time limit within which the proposed variation object would under the head of Working Capital Requirement will be on or before 30th June, 2021.

Notes:

The schedule of deployment as set out in the table above is based on internal management estimates of the Company, assessed in light of current circumstances of the Company's business. The schedule of deployment is, however, dependent upon various factors beyond the Company's control, such as, change in technology, changes in business requirements including orders from operators, delays in execution by external contractors, general economic conditions and political conditions and force Majeure. Accordingly, the actual amounts to be spent in a particular financial year for the proposed Objects may be different than the amount set out in the table above. Furthermore, to the extent the Company is unable to utilize or over spend any portion of the funds as per the estimated schedule of deployment set out above, such variation in amounts shall be either deployed or appropriated from any of the aforementioned objects in the current financial year or subsequent financial years as the case may be.

I. THE RISK FACTORS PERTAINING TO THE NEW OBJECTS

Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

J. THE OTHER RELAVANT INFORMATION WHICH IS NECESSARY FOR THE MEMBERS TO TAKE AN INFORMED DECISION ON THE PROPSOED RESOLUTION

The Company had, in terms of Prospectus made best efforts to utilise the Net Proceeds of the IPO for the objects sated therein. Now the Company has unutilized amount of Rs.88,37,812/- the details of utilization and non-utilization of the IPO the company proceeds till the date of the Notice is already provided in this explanatory statement. The Company is proposing a variation in the terms of Objects to the Issue only to the extent of re-classifying the Unutilized Amount relating to Repayment of Existing Secured Loans, Purchase of Fixed Assets and Issue Expenses towards working capital requirements. Based on the market analysis and other factors, the management of the Company is of the view that the proposed variation in terms of the Objects of the Issue will ensure optimum utilization of Net Proceeds and maximize the return on investment for members.

Though it is difficult to estimate the financial impact of this proposed variation in view of various subjective factors, this variation is sought to ensure that these funds be utilized towards the operations as working capital so as to result in commensurate generation of revenues and earnings. The Board is not seeking any variation in terms of the Object of the Issue for unutilized amount of Rs 40,57,129/- relating to General Corporate Expenses.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

ITEM-2:

The Company and the Promoters of the Company has executed a Share Purchase Agreement (SPA) and Shareholders Agreement (SHA) with AEML Investments Limited ("Investor Company") on December 15, 2020.

The SPA and SHA provides to incorporate the relevant provisions of the Share Purchase Agreement (SPA) and Shareholder's Agreement (SHA) into the Articles of Association of the Company and therefore the existing Articles of Association of the Company requires alteration. It is further to be noted that such insertion of relevant provisions of SPA and SHA into Articles of Association (AoA) of the Company would result into modification and/or deletion and/or additions of numerous new Articles into AoA of the Company, thus, your Board of Directors deems it suitable to adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company and this would result into New Articles of Association of the Company in the place and exclusion of the existing Article of Association of the Company.

The new set of AoA will be divided into Two parts: Part A and Part B. Part A shall consist of existing Articles of the Company and Part B shall have Specific Articles. Articles contained in Part – A shall apply in so far and to the extent they are not contrary to or inconsistent with the provisions of Part - B. In the event of any conflict or inconsistency between any provisions of Part - B of the Articles and any other Articles contained in Part - A, the Articles contained in Part - B shall prevail to the extent of such conflict or inconsistency.

Further, the copy of the amended Articles of Association will be available for inspection during business hours on all working days from the date of dispatch of notice till the declaration of result on or before January 27, 2020.

Pursuant to provisions of Section 14 of Companies Act, 2013, adoption of new set of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution. None of Directors/Key Managerial Personnel or their relatives are in a way interested or concerned in the resolution except to the extent of their shareholding in the Company.

ITEM-3:

Mr. Nikul Jagdishchandra Patel(DIN:01339858) is the Chairman & Managing Director of the Company.

Earlier, Mr. Nikul Jagdishchandra Patel (DIN: 01339858) was appointed as Director of the Company and in terms of provisions of section 152 of the Companies Act, 2013, Mr. Nikul Jagdishchandra Patel is not liable to retire by rotation as director of the Company. The Board of your Company proposes to change the terms of appointment of Mr. Nikul Jagdishchandra Patel as Director of the Company under the category from "his term of appointment of director is not liable to retire by rotation" to "his term of appointment of director is liable to retire by rotation" and therefore such change in his terms as Director of the Company requires Shareholders approval.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Ordinary Resolution.

None of Directors/Key Managerial Personnel or their relatives are in any way interested or concerned in the resolution except Mr. Nikul Jagdishchandra Patel and Mrs. Forum Nikul Patel, who is related to Nikul Jagdishchandra Patel.

ITEM-4:

Pursuant to the Share Purchase Agreement and Shareholders Agreement entered into by the Promoters of the Company and AEML Investment Limited ("Investor Company") on December 15, 2020, Mr. Dhruv Ashokbhai Patel (DIN:05270487) was nominated by the Investor Company on the Board of the Company. In relation to the same and based on the recommendation of Nomination and Remuneration Committee, he was appointed as an Additional Director of the Company effective from December 19, 2020 in terms of Section 161 of the Companies Act, 2013 who shall hold the office of the Director till ensuing General Meeting of the company.

Pursuant to the provisions of Sections 152, 161 of the Companies Act, 2013 read with Articles of Association of the Company, the term of office of the said Additional Director is till the ensuing Annual General Meeting of the Company, therefore approval of Members is sought, through Ordinary Resolution, to formally appoint Mr. Dhruv Ashokbhai Patel as the Director of the Company under the category of Non Executive Non Independent Director.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, anyway, concerned or interested, financially or otherwise, in the said resolution.

Regd Office:

4/A, Ketan Society Nr. Sardar Patel Colony,
Naranpura, Ahmedabad 380014

Date: 19/12/2020

Place: Ahmedabad

For, Dangee Dums Limited

Sd/-

Nikul Jagdishchandra Patel

Managing Director

(DIN: - 01339858)

BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT

(In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Dhruv Ashokbhai Patel
DIN	05270487
Date of Birth	12.05.1982
Date of Appointment	19.12.2020
Relationship Between Directors <i>inter se</i>	Mr. Dhruv Ashokbhai Patel is not related to any Director of the Company.
Expertise in Specific functional area	Management and Marketing
Brief Information of Director	Mr. Dhruv Ashokbhai Patel has received his Bachelor ' s degree from University of Wisconsin – Madison (USA) with specializations in Computer Engineering, Computer Science and Mathematics. He has also earned a degree of MBA along with a Master ' s in Engineering Management from Kellogg School of Management at Northwestern University. He started his career at GE Healthcare (USA) in a leadership management program. After MBA, he got management consulting experience working at McKinsey & Company in India. Post McKinsey, he worked at Gujarat Apollo Industries and helped grow international sales. He also facilitated a joint venture with Ammann Group (a leading Swiss origin company), creating a stronger brand for both India and international markets.
Qualification	Bachelor' s in Computer Engineering, Computer Science and Mathematics, Masters in Engineering Management , MBA.
Other Board Membership	1. MIDNIGHT INFRACON LLP(Designated Partner) 2. LOOKLIKE INFRAPROPERTIES LLP(Body Corporate DP Nominee)
Committee Membership in other public companies	Nil