

DATSON EXPORTS LTD.

CIN: L51909WB1982PLC035359

Regd. Off.: - 12/1, Nellie Sengupta Sarani, 4th Floor, Kolkata - 700 087

Tel. No. : 033-22527231, Fax No. : 033-22529443,

Website: www.datson.net, E-mail: info@datson.net

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of Members of **DATSON EXPORTS LIMITED** will be held at the Registered Office of the Company at 12/1, Nellie Sengupta Sarani, Kolkata-700087, on Tuesday, the 30th day of June, 2015 at 11.00 A.M. to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended on that date together with reports of Board of Directors' and Auditors' thereon.
2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof) M/s. Chopra & Company, Chartered Accountants (ICAI Registration No. FRN-308035E) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on the remuneration to be fixed by the Board of Directors."

AS SPECIAL BUSINESS

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Vinod Kumar Duggal (DIN: 00224528), who retires by rotation, and being eligible, seeks re-appointment as non-retiring Independent Director, in accordance with the provisions of Sections 149, 150 and 152 of the Act read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of 5 (five) years from the conclusion of the Company's Thirty Third Annual General Meeting to the conclusion of the Company's Thirty Eight Annual General Meeting."

4. 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 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules, if any, including any statutory modifications, amendments or re-enactments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by any competent authority in India from time to time, to the extent applicable, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or

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Director

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governmental authorities, and further subject to such terms and conditions as may be prescribed by any such authority while granting such approvals as may be necessary the consent, approval and authority of the Company be and is hereby granted and the Company hereby ratifies and confirms the transactions with - Mrs. Pragati Mundhra falling under the definition of "Related Party" for the financial year from 2015-16 to 2017-18, relating to the Leave & License Agreement for office premises admeasuring approximately 4500 sq. ft. and Car Parking Spaces situated at Premises no11/1C/2, East Topsia Road, Kolkata-700 046, at a monthly license fee as follows:

<u>Period</u>	<u>License Fee</u>
From 1st June 2015 to 31st May 2017	Rs.81000/-
From 1st June 2017 to 31st May 2018	Rs.89100/-

and Maintenance Charges of Rs 54000/- per month for the above mentioned period.

"RESOLVED FURTHER THAT the all agreements, documents, deeds, papers etc. executed for the purpose of these transactions, under the authority of the Board of Directors of the Company and all acts, deeds and things done in this regard, be and are hereby ratified, approved and confirmed.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolutions, to approve any alteration or modification to the transaction documents from time to time on such terms and conditions as the Board may deem fit in the best interest of the Company and to settle any questions, difficulty or doubt that may arise with regard to giving effect to the above resolutions, as it may deem in its discretion necessary."

Place: Kolkata

Date: 12th May, 2015

By Order of the Board
FOR DATSON EXPORTS LIMITED



Anil Jain
Director

Datson Exports Ltd.



Director

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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING PROXY MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE PAID UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE PAID UP CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of the Directors seeking re-appointment at the ensuing Annual General Meeting are annexed hereto.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 23rd June, 2015 to 30th June, 2015 (both days inclusive) in connection with ensuing Annual General Meeting.
5. The Securities and Exchange Board of India (SEBI) vide circular ref. no. MRD/DoP/Cir-05/2007 dated April 27, 2007 made PAN (Permanent Account Number) mandatory for all securities market transactions. Thereafter, vide circular no. MRD/DoP/Cir-05/2009 dated May 20, 2009, SEBI has clarified that for securities market transactions and off-market / private transactions involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company / RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
- b) transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of the shares.
- c) transposition of shares when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholder(s).

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6. Any query relating to Accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company Secretary ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
7. Members holding shares in the physical form and desirous of making nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit the nomination in prescribed form in duplicate to the Company's Registrars and Share Transfer Agent. Blank Forms can be supplied on request.

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.

8. All documents referred to in this notice and explanatory statements are open for inspection at the Registered Office of the Company during office hours on all working days except Sunday and other holidays between 11.00 am to 1.00 p.m. up to the date of the Annual General Meeting.
9. Members are requested to bring copy of Annual Report to the meeting. Members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
10. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e- voting with Attendance Slip and proxy form is being sent to all the members whose email ids are registered with Depository participants for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.datson.net for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Kolkata for inspection during normal business hours on working days.

12. Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

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The notice of the 33rd Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 33rd Annual General Meeting (AGM):

The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members as on the “cut-off date” i.e. Record date, attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.

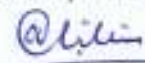
The instructions for e-voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on “Shareholders” tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with “**Datson Exports Ltd**” from the drop down menu and click on “SUBMIT”.
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. 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. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation* menu wherein they are required to mandatory 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 in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.

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k. Click on the relevant EVSN “**Datson Exports Ltd**” for which you choose to vote.

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 Resolutions.

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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

q. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.

r.

- Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.


- The list of accounts should be mailed to heldesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. You can also contact the helpdesk on the toll free number: 1800-200-5533.

III. The e-voting period begins from 27.06.2015 from 9.00 A.M. and ends on 29.06.2015 till 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 23.06.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.

IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 23.06.2015.

V. Mr. Atul Kumar Labh, A Practising Company Secretary, C.P. Membership No. 3238 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall within a three (3) days from the conclusion of AGM unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the 33rd Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL immediately after the result is declared by the Chairman at the 33rd Annual General Meeting (AGM) of the Company on 30th June, 2015 and communicated to the Stock Exchange(s).

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Explanatory Statement

(Pursuant to section 102 of Companies Act, 2013)

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos.3 & 4:

ITEM NO. 3

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Vinod Kumar Duggal as Independent Director at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and remuneration Committee has recommended the appointment of the director as Independent Director at this Annual General Meeting up to the expiry of five consecutive years or the date of 38th Annual General meeting, whichever is earlier."

Mr. Vinod Kumar Duggal, non-executive director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, the director fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

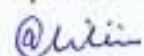
In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of the director as Independent Director is now being placed before the Members for their approval.

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 these resolution.

ITEM NO. 4

On 20th May 2015 the Company and Mrs. Pragati Mundhra entered into a Leave & License Agreement for office premises admeasuring approximately 4500 sq. ft. and Car Parking Spaces situated at Premises no 11/1C/2, East Topsia Road, Kolkata-700 046 subject to approval of the same by the shareholders of the Company. Pursuant to the aforesaid agreement the Company, has taken the office premises situated at above mentioned address for its own office use as well as for its associate Companies. Mrs. Pragati Mundhra is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013. As per the requirements of the revised Clause 49 VII (E) of the Listing Agreement with the Stock Exchanges effective from 1st October, 2014, all material related party transactions shall require the approval of shareholders through Special Resolution. The Clause 49 VII(C) of the Listing Agreement (effective from 1st October, 2014) provides that a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover of the Company as per the last audited

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financial statements of the Company. Further to the above the Securities and Exchange Board of India vide its circular No. CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014 stipulates that all material related party contracts or arrangements as on the date of that circular which are likely to continue beyond March 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent to 1st October, 2014.

With regard to the above provisions of the Listing Agreement it is pertinent to mention that the value of transactions with Mrs. Pragati Mundhra relating to the Leave & License Agreement for office premises, during the year FY 2015-16, exceeds the threshold limit prescribed under proviso to Clause 49 VII(C) of the Listing Agreement and are considered material. Moreover the estimated value of the prospective transactions, during subsequent years, relating to Leave & License Agreement with Mrs. Pragati Mundhra, are likely to exceed the threshold limit prescribed under proviso to Clause 49 VII(C) of the Listing Agreement and will also be considered material.

In view of the above, approval of the Shareholders is being sought in terms of revised Clause 49 of the Listing Agreement (effective from 1st October, 2014). The Board recommends the resolution set out at Item No.4 as special resolution to the shareholders for their approval.

According to provisions of section 188 of the Companies Act, 2013 and the provisions of the Clause 49 (VII) (E) of the Listing Agreement with Stock Exchanges the related party shall abstain from voting on the Resolution mentioned at Item no. 4 of the Notice.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Pushpa Mundhra who is related to Mrs. Pragati Mundhra, are in any way, concerned or interested, financially or otherwise, in this resolution.

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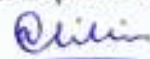
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Details of the Director seeking Appointment/Re-appointment at the 33rd Annual General Meeting
(In pursuance of clause 49 of the Listing Agreement):

Name of Director	Mr.Vinod Kumar Duggal
Date of Birth	07/10/1946
Nationality	Indian
Date of Appointment	30/09/2005
Expertise in specific functional area	Mr. Vinod Kumar Duggal aged about 68 years, a science graduate and having vast years of experience in field of civil engineering and marketing
Qualification	Associate member of Institution of Engineers (A.M.I.E)
Name of the Companies in which directorship held and Firm in which acting as partner	NIL
Membership/ Chairmanship of Committees of other Indian public Companies:	
a)Audit Committee	NIL
b)Nomination&Remmuneration Committee	NIL
Shareholding in the Company	NIL

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Director