

DATSON EXPORTS LIMITED

CIN: L51909WB1982PLC035359

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

Tel. No. : 033-2252 7231, Fax No. : 033-22529433,

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

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of DATSON EXPORTS LIMITED will be held at the Registered Office of the Company at 12/1, Nellie Sengupta Sarani, Kolkata-700087, on Friday, the 22nd day of September, 2017 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Pragati Raghav Das Mundhra (DIN: 02870649), who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Ashok Amit & Company., Chartered Accountants, Kolkata (Registration No.: 322338E) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Chopra & Co., Chartered Accountants, Kolkata (Registration No.: 308035E), the retiring Auditor, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting, to be held in the year of 2022 at a remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:



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 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (LODR) Regulations, 2015, Mrs. Pushpa Mundhra (DIN: 00399617), be and is hereby appointed as a Whole-time Director of the Company, liable to retire by rotation, for a period of five years commencing from August 11, 2017 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and set out in the explanatory statement annexed to the Notice, with authority to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mrs. Pushpa Mundhra."

By Order Of the Board
For Datson Exports Limited

Ankita Manchandia
Ankita Manchandia
Company Secretary

Kolkata
11th August, 2017
Regd. Office: 12/1, Nellie Sengupta Sarani,
Kolkata- 700 087

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 and the proxy need not be a member of the company. The instrument appointing proxy should however be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting i.e. by 20th September, 2017. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the share capital of the company carrying voting rights. A member holding more than ten percent of the share 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, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the Meeting.

3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Register of the Company will remain closed from September 16, 2017 to September 22, 2017 (both days inclusive) in connection with ensuing Annual General Meeting.
5. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of M/s. K. Daga & Company, Chartered Accountants, Kolkata (Registration No.: 327776E) in place of M/s. Chopra & Co., Chartered Accountants, Kolkata (Registration No.: 308035E), the retiring Auditor, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting, to be held in the year of 2022 in such remuneration as shall be fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2018.
M/s. K. Daga & Company, Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.
6. 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 up to the date of the Annual General Meeting.
8. Members are requested to contact the Company (Phone No.: (033) 2252-7231/32, E-mail: info@datson.net) for prompt reply to their queries and for redressal of any complaint.
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 35th 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 the 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 Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.datson.net. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days.
12. There will be one vote for every Client ID No./Registered Folio No. irrespective of the number of joint holders.
13. Route Map to the venue of AGM is annexed hereto.
14. **Voting through electronic means**
 - I. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The remote e-voting period commences on Tuesday, 19th September, 2017 (9:00 am) and ends on Thursday, 21st September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or



in dematerialized form, as on the cut-off date of 15th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. Procedure for remote e-voting are as under:

- a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file "Datson remote e-Voting.pdf" with your Client ID/Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Datson Exports Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.



- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in
- b) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
	-	-

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- d) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th September, 2017.
- e) Members, who acquired shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or investors@simplexprojects.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.



If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- f) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- g) Mr. A. K. Labh, Company Secretary (Membership No. FCS 4848) and Partner M/s. A K Labh & Co., Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- h) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- i) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.datson.net and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to The Calcutta Stock Exchange Limited, Kolkata.

Explanatory Statement
(Pursuant to section 102 of Companies Act, 2013)

Item No. 4:



The Board of Directors of the Company ('the Board') at its meeting held on August 11, 2017, on the recommendation of the Nomination & Remuneration Committee, have appointed Mrs. Pushpa Mundha, as Whole-time Director for a period of five years in terms of the provisions of the Companies Act, 2013, as amended from time to time, read along with the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has further received a notice in writing from a member along with a deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Mundhra for the office of Whole-time Director of the Company, subject to the approval of the members.

Mrs. Mundhra, one of the Promoters of the Company, will be paid an honorary remuneration of Re. 1 P.A. (Re. One only Per Annum), in terms of Section 196 of the Companies Act, 2013, read with Schedule V of the Act. A detail in respect of Mrs. Mundhra is furnished in the Annexure of this Notice.

Mrs. Mundhra is directly concerned/ interested in this resolution. Mrs. Pushpa Devi Mundhra, Non-executive Director, being relative is indirectly concerned/ interested in the resolution.

The Board recommends these Resolutions for your approval.



DATSON EXPORTS LIMITED
(CIN: L51909WB1982PLC035359)

Regd. Office: 12/1, Nellie Sengupta Sarani, Kolkata 700087, Website – Website: www.datson.net
Phone No. 033-2252-7231, Fax: 033-2252-9433, Email: info@datson.net

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No. / Client ID No.:

DP ID:

I/We, being the members of shares DATSON EXPORTS LIMITED hereby appoint

1. Name: Email-Id:

Address: Signature:

2. Name: Email-Id:

Address: Signature:

3. Name: Email-Id:

Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at an Annual General Meeting of the Company to be held on Friday the 22nd day of September, 2017 at 10.00 A.M. at 12/1, Nellie Sengupta Sarani, Kolkata 700087 and at any adjournment thereof.

Signed this day of 2017

Affix
Revenue
Stamp

Signature of Shareholder
holders(s).....

Signature of Proxy

Note : 1) This proxy form in order to be effective should be duly stamped, completed and signed and must be

deposited at the Registered Office of the Company, not less than Forty eight hours before the commencement of the meeting.

2) A Proxy need not be a Member of the Company.



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(CIN: L51909WB1982PLC035359)

Regd. Office: 12/1, Nellie Sengupta Sarani, Kolkata 700087, Website – Website: www.datson.net
Phone No. 033-22527231, Fax: 033-2252-9443, Email: info@datson.net

ATTENDANCE SLIP

(To be presented at the entrance)

ANNUAL GENERAL MEETING ON FRIDAY, 22ND SEPTEMBER at 10.00 A.M
at 12/1, Nellie Sengupta Sarani, Kolkata 700087

Serial No. :

Name and Registered address :

of Sole / first named member

Name(s) of Joint Holders, if any :

Ledger Folio / DP ID & Client ID No. :

Number of Shares held :

Please tick in the box ☐ Member ☐ Proxy

Member's Signature

Name of the Proxy in Block Letter

Proxy's Signature

Note:

- 1) Shareholder/Proxy holder wishing to attend the meeting is requested to bring the Attendance Slip and hand over the same at the Entrance of the venue of the meeting duly signed.

ELECTRONIC VOTING PARTICULARS

Electronic voting (e- voting) facility is being provided in respect of the Resolutions proposed at the Annual General Meeting, in accordance with section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Your e - voting user ID and password are provided below:

Electronic Voting Event Number (EVEN)	User ID	Password



Route MAP to the venue of AGM

