

# DATSON EXPORTS LIMITED

CIN: L51909WB1982PLC035359

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

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

Website: [www.datson.net](http://www.datson.net), E-mail: [info@datson.net](mailto:info@datson.net)

## NOTICE

**NOTICE** is hereby given that an Extra-ordinary 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 Tuesday, the day 28<sup>th</sup> day of February, 2017 at 10.00 A.M. to transact the following business:

### AS SPECIAL BUSINESS:

#### Item No. 1

#### Increase in Authorized Share Capital

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approvals of shareholders in the General meeting, to increase the Authorized Share Capital of the Company from existing Rs. 25,00,000 (Rupees Twenty Five Lacs) divided into 2,50,000 (Two Lacs Fifty Thousand) Equity Shares of Rs. 10/- each to Rs. 1,00,00,000 (Rupees One Crore) divided into 10,00,000 (Seven Lacs Fifty Thousand) unclassified Shares of Rs. 10/- each by creation of additional 75,00,000 (Seventy Five Lacs) unclassified Shares of Rs. 10/- each.

#### Item No. 2

#### Issue of Preference Shares

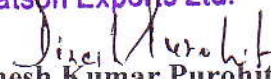
1. To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Pursuant to the provisions of Section 42, 55, 62 of the Companies Act, 2013 read with Rules made thereunder of The Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions as may be amended from time to time of the Companies Act, 2013 and the



Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot **5,25,000** 14% preference shares of face value of Rs. **10/-** each at premium of Rs. **25/-** each, amounting to Rs. **1,83,75,000** to persons including Promoters / Promoter Group & Associates whether or not they are member(s) of the Company, with such rights and privileges and on such terms and conditions as discussed.”

By Order Of the Board  
For Datson Exports Limited  
**Datson Exports Ltd.**

  
**Dinesh Kumar Purohit**  
Director  
DIN: 00013125

Kolkata

4<sup>th</sup> February, 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. 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. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details either to the Company or to M/s. Cameo Corporate Services Limited, Registrar and Share Transfer Agent of the Company.



4. Members desiring any information relating to accounts or any other items of business set out in the Agenda of the meeting are requested to write to the Company well in advance so as to enable the management to keep the information ready.
5. 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 Saturday and Sunday up to the date of the Annual General Meeting.
6. Route MAP to the EGM venue is attached herewith.
7. Members are requested to contact the Company (Phone No.: (033) 2252-7231/32, E-mail: [info@datson.net](mailto:info@datson.net)) for prompt reply to their queries and for redressal of any complaint, which they may have.
8. Electronic copy of the Notice of the Extra-ordinary 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 Extra-ordinary 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.
9. Members may also note that the Notice of the Extra-ordinary General Meeting will also be available on the Company's website [www.datson.net](http://www.datson.net) for their download. 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.

#### **10. 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 Extra-ordinary General Meeting (EGM) 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 EGM ("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 EGM 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 members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, **25<sup>th</sup> February, 2017 (10:00 am) and ends on Monday, 27<sup>th</sup> February, 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 21<sup>st</sup> February, 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.
- V. 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](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- b) In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as at the bottom of the Attendance Slip for the EGM :
  - (ii) Please follow all steps from Sl. No. (i) 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 downloads section of [www.evoting.nsdl.com](http://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 **21<sup>st</sup> February, 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. 21<sup>st</sup> February, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investors@simplexprojects.com](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- f) A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- g) 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 EGM through ballot paper.
- h) Mr. A. K. Labh, Practicing Company Secretary (Membership No. FCS 4848) and Proprietor of 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.
- i) The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
- j) 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 EGM, 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](http://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.

8. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the Notice for attending the meeting.





## **Explanatory Statement**

**(Pursuant to section 102 of Companies Act, 2013)**

### **Item No. 1:**

The Company is in need of funds for general corporate purposes of the Company. Hence, it is proposed to raise additional Capital by way of issue of Preference Shares of face value of Rs. 10/- each, in one or more tranche(s) on a preferential basis to persons including Promoters / Promoter Group & Associates.

### **Item No. 2:**

The authorized capital of the company is Rs 25,00,000/- (Rupees Twenty Five Lakhs Only) and it is proposed to increase the authorized Share Capital of the company to Rs 1,00,00,000/- (Rupees One Crore Only). The company is required to induct/infuse more funds by way of capital and hence it is proposed to increase the authorized and paid up capital of the company. Therefore, the Board of Directors recommends this ordinary resolution for the consideration and approval of the members.



**DATSON EXPORTS LIMITED**  
**(CIN: L51909WB1982PLC035359)**

Regd. Office: 12/1, Nellie Sengupta Sarani, Kolkata 700087. Website – Website: [www.datson.net](http://www.datson.net)  
Phone No. 033-2252-7231, Fax: 033-2252-9433, Email: [info@datson.net](mailto: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 Extra-ordinary General Meeting of the Company to be held on Tuesday the 28<sup>th</sup> day of February, 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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Phone No. 033-22527231, Fax: 033-2252-9443, Email: [info@datson.net](mailto:info@datson.net)

**ATTENDANCE SLIP**

(To be presented at the entrance)

**EXTRA-ORDINARY GENERAL MEETING ON TUESDAY, 28<sup>TH</sup> FEBRUARY 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  
Signature

Proxy's

**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 Extra-ordinary 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 Sequence Number (EVSN)	User ID	Password



