

DATSON EXPORTS LTD
CIN: L51909WB1982PLC035359
Regd. Off.: - 11/1C/2, East Topsia Road, Kolkata – 700 046
Tel. No. : - 033-22524125, Fax No. : - 033-22528013
Website: www.datson.net , E-mail : info@datson.net

NOTICE

NOTICE is hereby given, that a meeting of the Board of Directors of the Company will be held on **THURSDAY, the 30th day of May, 2019** at 2:30 PM, at the Registered Office of the Company at 11/1C/2, East Topsia Road, Kolkata – 700-046 to transact the business as specified in the enclosed Agenda. You are requested to kindly make it convenient to attend the meeting.

Place: KOLKATA
Date: 22-05-2019

For DATSON EXPORTS LIMITED

Ankita Manchandia
Company Secretary & Compliance Officer
Email-id: ankita@datson.net
Contact : 033 4007 4812

To,
Mr. Dinesh Kumar Purohit, Director
Mrs. Pragati Raghavdas Mundhra, Director
Mrs. Raghav Das Mundhra, Director
Mr. Ravi Prakash Agarwal, Director

**Agenda for Board Meeting to be held on Thursday, 30th May, 2019 at
2:30 PM at the Registered office of the Company, 4th Floor,
11/1C/2, East Topsia Road, Kolkata – 700 046**

ITEM	PARTICULARS
1.	Mr. Dinesh Kumar Purohit, Chairman of the Company, to take Chair and in his absence to elect Chairman of the meeting.
2.	To grant leave of absence, if any, to the Director(s).
3.	To confirm and sign the minutes of the last Board Meeting held on 10.04.2019.
4.	To confirm and sign the minutes of the last Audit Committee Meeting held on 13.02.2019.
5.	To confirm and sign the minutes of the last Nomination & Remuneration Committee Meeting held on 10.04.2019.
6.	To appoint Mr. Ranji Saha, as an additional Non-executive Independent Director of the Company.
7.	To take on note the Resignation received from Mr. Deepak Acharya, from the post of Independent Director of the Company.
8.	To take on note the vacation of office of Mrs. Pushpa Mundhra.
9.	To Change the Composition of Various Committees.
10.	To place before Board the Annual Audited Financial Results for the Quarter & Year ended 31 st March 2019.
11.	To consider and if thought fit, to adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019.
12.	To place and take on record the Reconciliation of Share Capital Audit report for the quarter ended 31 st March 2019.
13.	To take on record the Investor Complaints if any.
14.	To review and recommend the Board for Ratification of the Related Party Transactions during the F.Y. 2018-19.
15.	To review and grant Omnibus Approval of Related Party Transactions for the F.Y. 2019-20.
16.	To consider and if thought fit, to review the performance of the Company for the year ended 31 st March, 2019.
17.	To consider and if thought fit, to take note of the Disclosure of Interest u/s 184 and Declaration of qualification u/s 164(2) received from Directors of the Company.
18.	To consider and if thought fit, to take note of the Disclosure of Interest u/s 189(2), 2(76) along with list of Relatives u/s 2(77) of the Companies Act, from the KMP's of the Company.
19.	To consider and if thought fit, to take note of the Declaration on Independence received from Independent Directors of the Company under section 149(7) of the Companies Act, 2013.
20.	To sign the Register of contracts or arrangements in which Directors are interested maintained by the Company under Section 189(1) of the Companies Act, 2013.
21.	To evaluate the performance of the Board, Committees of the Board and Directors of the Company.
22.	To take certificate from CEO/CFO under regulation 33(2)(a) of SEBI (Listing

	Obligation & Disclosure Requirements) Regulations, 2015 on audited financial results for quarter ended 31st march, 2019.
23.	To take certificate from CFO under regulation 17(8) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 on audited financial results for quarter ended 31st March, 2019.
24.	To consider and if thought fit, to take note of the Statutory Compliance Report for the year ended march 31, 2019, regarding compliance with the provisions of the companies act, 2013, the rules made thereunder, SEBI Listing Regulations, 2015 and other laws applicable to the company given by the company secretary of the company.
25.	To take note of consent received from all/ majority of the Directors including one Independent Director pursuant to para 1.3.7 of Secretarial Standard 1 that item of business which is in the nature of Unpublished Price Sensitive Information will be tabled directly at the Meeting.
26.	To ratify any other matter with the permission of the chair.

Date: 22/05/2019

Place: KOLKATA

DATSON EXPORTS LIMITED

Notes for the Chairman and Directors present in the Board of Directors Meeting of the Company to be held on **Thursday, the 30th day of May, 2018** at 2:30 PM at the Registered Office of the Company, at 4th Floor, 11/1C/2, East Topsia Road, Kolkata – 700 046.

Sr. No. 1.	
Agenda	Chairman of the meeting
Notes	Mr. Dinesh Kumar Purohit, Non-executive Chairman of the Company, to take Chair and in his absence, to elect a chairman of the meeting.
Sr. No. 2.	
Agenda	Confirmation of Minutes of last Board Meeting
Notes	Minutes of the Board Meeting held on 10 th April, 2019, the copy of which were circulated to the Board of Directors, shall be put on record and be signed by the Chairman of the meeting.
Sr. No. 3.	
Agenda	Confirmation of Minutes of last Audit Committee Meeting
Notes	Minutes of the Audit Committee Meeting held on 13 th February, 2019, the copy of which were circulated to the Members, shall be put on record and be signed by the Chairman of the meeting.
Sr. No. 4.	
Agenda	Confirmation of Minutes of last Nomination & Remuneration Committee Meeting
Notes	Minutes of the Nomination & Remuneration Committee Meeting held on 10 th April, 2019, the copy of which were circulated to the Members, shall be put on record and be signed by the Chairman of the meeting.
Sr. No. 5.	
Agenda	To appoint Mr. Ranji Saha, as an additional Non-executive Independent Director of the Company.
Notes	<p>“RESOLVED THAT pursuant to the provisions of Section 149, 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and the Articles of Association of the Company and other applicable provisions, sections, rules of the Companies Act’2013 also read with Schedule IV of the Companies Act, 2013 and subject to the approval of the Board of Directors of the Company, Mr. Ranji Saha (DIN:08430474),who has consented to act as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. 30/05/2019 be and is hereby nominated and recommended, to be appointed as an Additional Non-Executive Independent Director on the Board of the Company w.e.f. 30/05/2019 who shall hold office till the conclusion of the ensuing Annual General Meeting and subject to the approval of the Members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term upto five consecutive year w.e.f. 30/05/2019”.</p> <p>FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Director/Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies.”</p>
Sr. No. 6.	
Agenda	To take on note the Resignation received from Mr. Deepak Acharya, from the post of Independent Director of the Company.

Notes	<p>“RESOLVED THAT resignation of Mr. Deepak Acharya as an Independent Director of the Company with effect from close of business hours on 14th day of May 2019 be and is hereby taken note of;</p> <p>RESOLVED FURTHER THAT the Board places on record its appreciation for the assistance and guidance provided by Mr. Deepak Acharya during his tenure as Independent Director of the Company;</p> <p>RESOLVED FURTHER THAT Mr. Deepak Acharya, Independent Director of the Company be and is hereby authorised to sign and file requisite e-Form DIR 12 with the Registrar of Companies, Ministry of Corporate Affairs, and to do all other acts, deeds and things as may be required in this regard.”</p>
Sr. No. 7.	
Agenda	To take on note the vacation of office of Mrs. Pushpa Mundhra.
Notes	
Sr. No. 8.	
Agenda	To Change the Composition of Various Committees.
Notes	
Sr. No. 9.	
Agenda	To place before the Board the Audited Financial Results for the Quarter and Year ended 31st March, 2019.
Notes	<p>To place before the meeting Audited Financial Results for the Quarter and Year ended 31st March, 2019, duly reviewed by the Audit Committee of the Company, and to approve the same.</p> <p>Subsequently, to take on record the Audited Financial Results and forward the same to the Stock Exchanges pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015. Also, to authorize any one of the directors/Company Secretary of the Company to submit the said financial results to the Calcutta Stock Exchange and take necessary steps to publish them in newspapers.</p>
Sr. No. 10.	
Agenda	To consider and if thought fit, to adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019.
Notes	<p>To place before the meeting Audited Financial Statements for the Quarter and Year ended 31st March, 2019, duly reviewed by the Audit Committee of the Company, and to approve the same.</p> <p>Subsequently, to take on record the Audited Financial Statements. Also, to authorize any one of the directors/Company Secretary of the Company to file the same with the Registrar of Companies.</p>
Sr. No. 11.	
Agenda	To place and take on record the Reconciliation of Share Capital Audit report for the Quarter ended 31st March, 2019.
Notes	<p>The Company has received the Reconciliation of Share Capital Audit Report for the quarter ended 31st March, 2019, from CS (Mr.) S. M. Gupta, Practicing Company Secretary, which was to be submitted to the Stock Exchange(s) within 30 days from the end of the quarter. The same shall be placed before the board for taking on record and ratification.</p>
Sr. No. 12.	
Agenda	To place and take on record the Statement of Investor Complaints for the Quarter ended 31st March, 2019.
Notes	<p>The Company had submitted to the Stock Exchange a Statement of Investor Complaints for the quarter ended 31st March, 2019, pursuant to Regulation 13 of the SEBI (Listing</p>

	Obligations and Disclosure Requirements) Regulations, 2015. The same shall be placed before the board for taking on record and ratification.
Sr. No. 13.	
Agenda	To review and recommend the Board for Ratification of the Related Party Transactions during the F.Y. 2018-19.
Notes	
Sr. No. 14.	
Agenda	To review and grant Omnibus Approval of Related Party Transactions for the F.Y. 2019-20.
Notes	
Sr. No. 15.	
Agenda	To consider and if thought fit, to review the performance of the Company for the year ended 31st March, 2019.
Notes	To review the performance of the Company for the year ended 31st March, 2019. The Board may kindly take note of the presentation on performance of the Company for the year ended 31st March, 2019.
Sr. No. 16.	
Agenda	To consider and if thought fit, to take note of the Disclosure of Interest u/s 184 and Declaration of qualification u/s 164(2) received from Directors of the Company.
Notes	Pursuant to Section 184 of the Companies Act, 2013, general notices of interest or concern received in Form MBP-1 from all the Directors of the Company, are placed before the Board. The Board noted that the said directors were not disqualified as mentioned under 164 (2) of the Companies Act, 2013. “RESOLVED THAT pursuant to the provisions of Section 184 (1) and other applicable provisions of the Companies Act 2013, read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014, Notice of interest or Concern in Form MBP -1, received from all the Directors of the Company and placed before the Board be and is hereby noted by the Board: “RESOLVED FURTHER THAT the disclosures received from Mrs. Pragati raghav Das Mundhra and Mrs. Ankita Manchandia respectively as required under Section 189 (2) of the Companies Act, 2013 be noted and taken on record”
Sr. No. 17.	
Agenda	To consider and if thought fit, to take note of the Disclosure of Interest u/s 189(2), 2(76) along with list of Relatives u/s 2(77) of the Companies Act, from the KMP's of the Company.
Notes	Pursuant to Section 189(2) of the Companies Act, 2013, general notices of interest or concern received in Form MBP-1 along with their list of relatives u/s 2(77) from all the KMP's of the Company, are placed before the Board. “RESOLVED THAT pursuant to the provisions of Section 189(2) and other applicable provisions of the Companies Act 2013, Notice of interest or Concern in Form MBP -1, received from all the KMP's of the Company and placed before the Meeting be and is hereby noted by the Board:”
Sr. No. 18.	
Agenda	To consider and if thought fit, to take note of the Declaration on Independence received from Independent Directors of the Company under section 149(7) of the Companies Act, 2013.

Notes	<p>The Board is requested to take note of the Declaration of independence given by the Independent Directors of the Company in terms of Section 149 (7) of the Companies Act, 2013.</p> <p>“RESOLVED THAT the declarations on independence received from the Independent Directors of the Company U/s 149(7) of the Act be and is hereby noted and taken on record.”</p>
Sr. No. 19.	
Agenda	To sign the Register of contracts or arrangements in which Directors are interested maintained by the Company under Section 189(1) of the Companies Act, 2013.
Notes	<p>The Register of Contracts or arrangements in which Directors are interested and maintained by the Company under Section 189(1) of the Companies Act, 2013, is tabled at the Meeting.</p> <p>The Board members are requested to take note of the entries made therein till March 31, 2019 and accordingly, sign the same.</p>
Sr. No. 20.	
Agenda	To evaluate the performance of the Board, Committees of the Board and Directors of the Company.
Notes	<p>In terms of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014 and subsequent amendments thereto, the Boards' Report shall include a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors. Further, in terms of Clause VIII of the Schedule IV to the Companies Act, 2013 and Regulation 17 (10) of the SEBI Listing Regulations, 2015, the entire Board of Directors, excluding the Director being evaluated, shall do performance evaluation of the Independent Directors.</p> <p>The Board is requested to evaluate the performance of the Board, Committees of the Board and Directors of the Company.</p> <p>The evaluation criteria will be tabled at the Meeting.</p>
Sr. No. 21.	
Agenda	To take certificate from CEO/CFO under regulation 33(2)(a) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 on audited financial results for quarter ended 31st march, 2019.
Notes	<p>“RESOLVED THAT a Certificate received from Raghav Das Mundhra, Director of the Company & Pragati Raghav Das Mundhra, CFO of the Company, pursuant to Regulation 33(2)(a) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 that Audited Financial Results for the Quarter ended 31st March, 2018, is free from misstatement and showing true and fair statement of affairs of the company be and is hereby approved and taken on record”.</p>
Sr. No. 22.	
Agenda	To take certificate from CFO under regulation 17(8) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 on audited financial results for quarter ended 31st March, 2019.
Notes	<p>The Chairman has placed before the meeting a Certificate received from Chief Financial Officer under Regulation 17(8) of SEBI (LODR), 2015 as specified in Part B of Schedule II. The said certificate was, thus, approved, ratified and taken on record.</p>
Sr. No. 23.	

Agenda	To consider and if thought fit, to take note of Report given by the Company Secretary of the company in terms of Section 205(1)(a) of the Companies Act, 2013.
Notes	The Board is requested to take note of the report given by the Company Secretary of the Company in terms of Section 205 (1) (a) of the Companies Act, 2013
Sr. No. 24.	
Agenda	To take note of consent received from all/ majority of the Directors including one Independent Director pursuant to para 1.3.7 of Secretarial Standard 1 that item of business which is in the nature of Unpublished Price Sensitive Information will be tabled directly at the Meeting.
Notes	<p>Consent have been received pursuant to para 1.3.7 of Secretarial Standard 1 from majority of the Directors including one Independent Director that notes on item of business which is in the nature of Unpublished Price Sensitive Information will be tabled directly at the Meeting.</p> <p>The Board is requested to take note of the same.</p> <p>Draft of Resolution to be passed in this regard:</p> <p>“RESOLVED THAT pursuant to para 1.3.7 of Secretarial Standard 1 consent received from majority of the Directors including one Independent Director that notes on item of business which is in the nature of Unpublished Price Sensitive Information will be tabled directly at the Meeting be and is hereby noted and taken on record.”</p>
Sr. No. 25.	
Agenda	To ratify any other matter with the permission of the chair.