

DATSON EXPORTS LTD
CIN: L51909WB1982PLC035359
Regd. Off.: - 11/1C/2, East Topsia Road, Kolkata – 700 046
Tel. No. : - 033-22851012, Fax No. : - 033-22858015
Website: www.datson.net , E-mail : info@datson.net

NOTICE

NOTICE is hereby given, that 3rd meeting for the financial year 2019-20 of the Board of Directors of the Company will be held on **TUESDAY, the 13th day of August, 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: 05-08-2019

For DATSON EXPORTS LIMITED

Ankita Manchandia
Company Secretary & Compliance Officer
Email-id: ankita@datson.net
Contact : 033 2285 1012

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

**Agenda for 3rd meeting for the financial year 2019-20 of Board of Directors to be held on Tuesday,
13th August, 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 record presence of quorum.
4.	To confirm and sign the minutes of the last Board Meeting held on 30.05.2019
5.	To confirm and sign the minutes of the last Audit Committee Meeting held on 30.05.2019
6.	To place before the Board the Unaudited Financial Results for the Quarter ended 30 th June, 2019.
7.	To take note of the Certificate as provided by CEO/CFO on quarterly Financial Results 30.06.2019
8.	To place and take on record the Reconciliation of Share Capital Audit report for the quarter ended 30 th June, 2019.
9.	To take on record Statement of Investors Complaint for the quarter ended 30 th June, 2019.
10.	To approve the Draft notice convening 37 th Annual General Meeting and fix the dates for closure of register of members.
11.	To appoint Internal Auditor of the Company for the Financial Year 2019-20.
12.	To appoint Secretarial Auditor for Secretarial Audit of the Company for the Financial Year 2019-20.
13.	To appoint Scrutinizer for the purpose of e-voting at ensuing 37 th Annual General Meeting to be held on 26 th September, 2019.
14.	To place before the Board and take on record the Directors Report and Management Discussion and Analysis for the Financial Year ended 31 st March, 2019.
15.	To place before the Board and take approval to change the name of the Company.
16.	To place before the board and take approval to approve the conversion of loan into equity share capital of the company.
17.	To ratify any other matter with the permission of the chair.

Date: 05-08-2019

Place: Kolkata

DATSON EXPORTS LIMITED

Notes for the Chairman and Directors for the 3rd meeting for the financial year 2019-20 of Board of Directors of the Company to be held on **Tuesday, the 13th day of August, 2019** at 2:30 PM at the Registered Office of the Company, at 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	To grant leave of absence, if any, to the Director(s).
Sr. No. 3.	
Agenda	To record presence of quorum.
Sr. No. 4.	
Agenda	Confirmation of Minutes of last Board Meeting
Notes	Minutes of the Board Meeting held on 30 th May, 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. 5.	
Agenda	Confirmation of Minutes of last Audit Committee Meeting
Notes	Minutes of the Audit Committee Meeting held on 30 th May, 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. 6.	
Agenda	To place before the Board the Unaudited Financial Results for the Quarter ended 30th June, 2019.
Notes	To place before the meeting Unaudited Financial Results for the Quarter ended 30 th June, 2019, duly reviewed by the Audit Committee of the Company, and to approve the same. Subsequently, to take on record the Unaudited 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.
Sr. No. 7.	
Agenda	To take note of the Certificate as provided by CEO/CFO on quarterly Financial Results 30.06.2019
Notes	To place before the meeting a Certificate from CEO/CFO as per Regulation 33 (2) (a) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 that Unaudited Financial Results for the Quarter ended 30 th June, 2019, is free from misstatement.
Sr. No. 8.	
Agenda	To place and take on record the Reconciliation of Share Capital Audit report for the Quarter ended 30th June, 2019.
Notes	The Company has received the Reconciliation of Share Capital Audit Report for the quarter ended 30 th June, 2019, duly audited by CS (Mr.) S. M. Gupta, Practicing Company Secretary, which was required to be submitted to the Calcutta Stock Exchange within 30 days from the end of the quarter and also be placed before the board for taking on record and ratification of the same.
Draft Resolution	“RESOLVED THAT the Reconciliation of Share Capital Audit Report, issued by CS (Mr.) S. M. Gupta, Practicing Company Secretary, for the quarter ended 30 th June, 2019, and forwarded to the Calcutta Stock Exchange pursuant to Regulation 55A of SEBI

	(Depositories and Participants) Regulations, 1996 by Mrs. Ankita Manchandia, Company Secretary of the Company, as placed before the Board, be and is hereby approved and taken on record.”
Sr. No. 9.	
Agenda	To take on record Statement of Investors Complaint for the quarter ended 30th June, 2019.
Notes	The Company has filed the Statement of Investor Complaints under Regulation 13(4) of the SEBI (LODR) Regulations, 2015 for the Quarter ended 30th June, 2019. The same has to be placed before the board for their noting and taking on record.
Sr. No. 10.	
Agenda	To approve the Draft notice convening 37th Annual General Meeting and fix the dates for closure of register of members.
Draft Resolution	<p>The Chairman then apprised the Board that the Annual General Meeting of the Members of the Company is required to be held, in terms of the provisions of Section 96, read with other applicable provisions, of the Companies Act, 2013, within 30th September, 2019 and proposed the date as 26th September, 2019, so as to enable the Company to comply with all the formalities, to which the members of the Board unanimously agreed. He then placed before the Board for its approval, the draft text of the notice calling the same along with explanatory statement thereon. After considering the same and few deliberations the Board passed the following resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 96, read with other applicable provisions, of the Companies Act, 2013, the Thirty Seventh Annual General Meeting of the Company to be held on Thursday, the 26th day of September, 2019 at 10:00 AM at 11/1C/2, East Topsia Road, Kolkata-700046 to transact the business as given in the draft notice issued for the same, as placed before the Board, be and is hereby approved and taken on record.”</p> <p>“RESOLVED FURTHER THAT any of the Director/Company Secretary, of the Company, be and is hereby authorized to sign and issue such notice to all the members of the Company and to do all other necessary acts for the conduction of the Thirty Seventh Annual General Meeting of the Company.”</p>
Sr. No. 11.	
Agenda	To appoint Internal Auditor of the Company for the Financial Year 2019-20.
Draft Resolution	<p>“RESOLVED THAT based on the recommendations of Audit Committee, the consent of the Board be and is hereby given to appoint M/s. Deepak Acharya & Associates., Chartered Accountants, FRN: 329654E, having their office at P-27, Princep Street, 3rd floor, Kolkata – 700 072, as the Internal Auditors of the Company for the Financial Year 2019-20, in accordance with the provisions of Section 138 of the Companies Act, 2013, read along with the rules prescribed thereunder.</p> <p>“FURTHER RESOLVED THAT any of the Director/Company Secretary, of the Company be and is hereby authorized to fix their remuneration and to generally do all such acts, deeds and things as may be necessary or incidental thereto from time to time to make the Resolution effective.”</p>
Sr. No. 12.	
Agenda	To appoint Secretarial Auditor for Secretarial Audit of the Company for the Financial Year 2019-20.
Draft Resolution	“ RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013, read along with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014, and other applicable provisions if any of the Companies Act 2013,

	<p>along with the rules framed thereunder, including any statutory modification, consent of the Board be and is hereby given for appointment of Ms. Shruti Agarwal, Practising Company Secretary (Cop – 14602), 33/1, N.S.Road, Marshall House, Kolkata 700 001, as the Secretarial Auditors of the Company for the Financial Year 2019-20 and Directors of the Company, be and are hereby authorized to fix the remuneration of the Secretarial Auditors on mutual discussion with the Auditors.</p> <p>“RESOLVED FURTHER THAT any of the Director/Company Secretary be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution”</p>
Sr. No. 13.	
Agenda	To appoint Scrutinizer for the purpose of e-voting at ensuing 37th Annual General Meeting to be held on 26th September, 2019.
Draft Resolution	“RESOLVED THAT pursuant to section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Board of Directors of the company be and is hereby given to appoint Mrs. Ekta Chhaparia, Practicing Chartered Accountant (CoP No. 301367), having her office at 33/1, N.S.Road, Marshall House, Kolkata 700 001 as the Scrutinizer for the purpose of e-voting for the ensuing 37 th Annual General Meeting of the Company and Directors of the Company, be and are hereby authorized to fix the remuneration for the said purpose.”
Sr. No. 14.	
Agenda	To place before the Board and take on record the Directors Report and Management Discussion and Analysis for the Financial Year ended 31st March, 2019.
Draft Resolution	“RESOLVED THAT the draft of the Directors Report, along with the Management Discussion & Analysis Report as per SEBI (LODR) Regulation, 2015, for the Financial Year ended 31 st March, 2019, as placed before the Board and duly initialed by the Chairman for the purpose of identification, be and are hereby approved and taken on record. “RESOLVED FURTHER THAT any of the Director/Company Secretary of the Company, be and are hereby authorised to sign the same on behalf of the Board of Directors of the Company.”
Sr. No. 15.	
Agenda	To place before the Board and take approval to change the name of the Company.
Draft Resolution	“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 if any and the rules framed there under, and subject to the approval of the Registrar of Companies, and the approval of members, the consent of the Board be and is hereby accorded to change the name of the Company from Datson Exports Ltd to <ol style="list-style-type: none"> 1. FUTURE FINANCE LIMITED 2. DATSON FINANCE LIMITED 3. FINTECH FINANCE LIMITED 4. RELIANCE FINANCE LIMITED <p>“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Director of the Company be and is hereby authorized, on behalf of the Company, to make an application to the MCA for ascertaining availability of proposed name and to do</p>

	all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”
Sr. No. 16.	
Agenda	To place before the board and take approval to approve the conversion of loan into equity share capital of the company.
Draft Resolution	<p>“RESOLVED THAT pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules framed thereunder and in accordance with the relevant provisions of Memorandum and Articles of Association of the Company, the approval of the shareholders of the Company, be and is hereby accorded, for raising of unsecured loan not exceed the sum of ` 3,00,00,000/- (Rupees Three Crores only) with an option to convert the same into equity/preference shares of the Company and on such other terms and conditions as the Board of Directors may determine, from time to time.</p> <p>The conversion of loan by the lenders shall be in accordance with the following conditions:</p> <ul style="list-style-type: none"> (i) On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up equity/preference shares at par to the lenders and such lenders shall accept the same in satisfaction of the loans; (ii) The equity/preference shares of the Company so allotted upon conversion of loan shall rank pari passu with the existing equity/preference shares of the Company in all respects, including as to dividend and other distributions declared or to be declared in respect of the equity/preference capital of the Company; (iii) In the event, the lenders exercise its right to sell such shares issued in terms of the conversion of loan into equity/preference share of the company, the lenders shall offer the right of first refusal (ROFR), to buy such shares, to the Promoters of the Company. <p>RESOLVED FURTHER THAT any of the Director/s of the Company be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents/ papers for the purpose of giving effect to the aforesaid resolution.”</p>
Sr. No. 17.	
Agenda	To ratify any other matter with the permission of the chair.