



CAMSON

CAMSON BIO TECHNOLOGIES LIMITED

Annexure - 9

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Arrangement between Camson Bio Technologies Limited ("the Demerged Company") and Camson Seeds Limited ("the Resulting Company") and their respective shareholders and Creditors under sections 391-394 of the Companies Act, 1956 ("the Scheme" or "the Scheme of Arrangement").

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	The Board of Directors have appointed BSE Ltd as the designated stock exchange for the purpose of coordinating with SEBI. The Board of Directors has passed a resolution on 24 th September, 2014 in this respect and is enclosed with as Annexure 1 to 24 (f) Application
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement cum demerger/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes, Annexure 2
2.b	Valuation Report from Independent Chartered Accountant	Share Entitlement Ratio Report from Independent Chartered Accountant attached as annexure 3
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes, Annexure 4
2.d	Fairness opinion by merchant banker	Yes, Annexure 5
2.e	Pre and post amalgamation demerger shareholding pattern of unlisted company	Yes, Annexure 6A, Annexure 6B, Annexure 6C.
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes, Annexure 7 and Annexure 16
2.g	Compliance with Clause 49 of Listing Agreement	Yes, Annexure 8





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2.h	Complaints Report	Will be submitted within 7 days of expiry of 21 days from the date of filing of the draft scheme
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of Arrangement (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Yes
4.	At least 25% of the post scheme paid up share capital of the transferee Resulting entity shall comprise of shares allotted to the public holders in the transferor Demerged entity.	Yes
5.	The transferee Resulting entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee Resulting entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Yes
7.	The shares of the transferee-Resulting entity issued in lieu of the locked-in shares of the transferor Demerged entity are subjected to the lock-in for the remaining period.	Yes

For **Camson Bio Technologies Limited**

B.S.K. Sirish
B.S.K Sirish
Company Secretary

September 30, 2014
 Bangalore

