

Camson Bio Technologies Limited

Regd Off: SY 133,132,125,130,84, Madhure Hobli, Madagondanahalli, Doddaballapur, Bangalore - 561 203 .

POSTAL BALLOT

NOTICE is hereby given pursuant to Section 192 A of the Companies Act, 1956 read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001 for considering and passing the following Special Business by the Members of Camson Bio Technologies Limited by passing Resolutions through Postal Ballot:

SPECIAL BUSINESS:

1. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, provisions of the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) and Guidelines and other applicable provisions including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the relevant Guidelines for Preferential Issue of the SEBI {Issue of Capital and Disclosure Requirements} Regulations, 2009, any other Guidelines or Regulations of SEBI, Listing Agreement entered into with the Stock Exchange(s), where the shares of the Company are listed, and any other applicable laws/rules/regulations and subject to the consent/approval of any other authority / institution, consent of the Company be and is hereby accorded to create, offer, issue and allot up to 25,00,000 (Twenty Five Lakhs only) Warrants on preferential basis to the following Promoters and Promoters group as set out herein below (hereinafter referred to as “Warrants”) with each Warrant convertible into one Equity Share of the Company of nominal value of Rs.10/- each at a premium of Rs.60/- per Share so that the total number of Equity Shares to be issued by the Company upon conversion of Warrants does not exceed 25,00,000 Equity Shares, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board” which shall be deemed to include any duly authorized Committee thereof) at the time of issue or allotment:

Sl. No.	Name of the Promoters	No. of Warrants
1.	Shashtika Health Resort and Spa Private Limited	18,00,000
2.	Ms. Reeya Singh	7,00,000
	Total	25,00,000

RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of Warrants in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 10th November, 2012, being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the aforementioned issue of Warrants shall be subject to the following terms and conditions:

1. The Warrants shall be convertible (at the sole option of the Warrant holders) at any time within a period of 18 months from the date of allotment of Warrants.
2. Each Warrant shall be convertible into one Equity Share of nominal value of Rs. 10/- each of the Company.
3. The Warrant holder(s) shall, on the date of allotment of Warrants, pay an amount equivalent to 25% of the total consideration per Warrant viz., Rs 17.50/- per Warrant, each Warrant priced at Rs.70/-
4. The Warrant holder(s) shall, before the date of conversion of the Warrants into Equity Shares, pay the balance 75% viz.,Rs. 52.50/- per Warrant, of the balance consideration towards the subscription to each Equity Shares.
5. The amount referred to in (3) above shall be forfeited, if the option to convert into the Shares is not exercised subject however, to the enabling powers being vested in the Board herein.

6. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines, for corporate actions such as bonus issue, right issue, stock split, merger, de-merger, transfer of undertaking, sale of division or any such Capital or corporate restructuring.
7. The Equity Shares shall be under lock-in for a period of three years and the lock-in date commences from the date of conversion of Warrants into Equity Shares.
8. In the event of any of the Warrant holders not subscribing to all or any of the Equity Shares relating to the Warrants within the stipulated period viz., 18 months from the date of allotment of the Warrants, the Board shall, in its absolute discretion, offer such Shares to any other person(s) subject to the prevailing guidelines and in case such offer is declined by such person(s) or the Equity Shares are not subscribed to, within the stipulated period, such Shares shall lapse.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issue arising out of the proposed issue including powers to dispose off the Warrants not exercised in any manner whatsoever including powers to forfeit the application monies on account of the unexercised Warrants in the best interest of the Company.”

2. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, provisions of the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) and Guidelines and other applicable provisions including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the relevant Guidelines for Preferential Issue of the SEBI {Issue of Capital and Disclosure Requirements} Regulations, 2009, any other Guidelines or Regulations of SEBI, Listing Agreement entered into with the Stock Exchange(s), where the shares of the Company are listed, and any other applicable laws/rules/regulations and subject to the consent/approval of any other authority / institution, consent of the Company be and is hereby accorded to create, offer, issue and allot up to 35,00,000 (Thirty Five Lakhs only) Warrants on a preferential basis to the following strategic investors, as set out herein below (hereinafter referred to as “Warrants”) with each Warrant convertible into one Equity Share of the Company of nominal value of Rs. 10/- each at a premium of Rs. 60/- per Share so that the total number of Equity Shares to be issued by the Company upon conversion of the Warrants does not exceed 35,00,000 Equity Shares, on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board” which shall be deemed to include any duly authorized Committee thereof) at the time of issue or allotment:

Sl. No.	Name of the proposed Allottees	No. of Warrants
1.	Silver Cross Marketing Private Limited	11,00,000
2.	Mr. Karan Mehta	11,00,000
3.	Kruti Vyapaar Private Limited	1,00,000
4.	Chemex Good Private Limited	6,00,000
5.	First Finance Advisory Private Limited	6,00,000
	Total	35,00,000

RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of Warrants in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be 10th November, 2012, being 30 days prior to the date of passing of this resolution.

RESOLVED FURTHER THAT the aforementioned issue of Warrants shall be subject to the following terms and conditions:

1. The Warrants shall be convertible (at the sole option of the Warrant holders) at any time within a period of 18 months from the date of allotment of Warrants.
2. Each Warrant shall be convertible into one Equity Share of nominal value of Rs.10/- each of the Company.
3. The Warrant holder(s) shall, on the date of allotment of Warrants, pay an amount equivalent to 25% of the

total consideration per Warrant viz., Rs. 17.50/- per Warrant, each Warrant priced at Rs.70/-.

4. The Warrant holder(s) shall, before the date of conversion of the Warrants into Equity Shares, pay the balance 75% viz., Rs. 52.50/- per Warrant, of the balance consideration towards the subscription to each Equity Shares.
5. The amount referred to in (3) above shall be forfeited, if the option to convert in to the Shares is not exercised subject however, to the enabling powers being vested in the Board herein.
6. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Guidelines, for corporate actions such as bonus issue, rights issue, stock split, merger, de-merger, transfer of undertaking, sale of division or any such Capital or corporate restructuring.
7. The Equity Shares shall be under lock-in for a period of one year and the lock-in date commences from the date of conversion of Warrants into Equity Shares.
8. In the event of any of the Warrant holders not subscribing to all or any of the Equity Shares relating to the Warrants within the stipulated period viz., 18 months from the date of allotment of the Warrants, such warrants shall lapse.

RESOLVED FURTHER THAT the Board of Directors be authorized to deal with any issues arising out of the proposed preferential issue including powers to forfeit the application money on account of the unexercised Warrants in the best interest of the Company.”

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 Section 293 (1) (a) of the Companies Act, 1956, the Board of Directors be and is hereby authorized to deal and negotiate, by way of disposing/hiving off the Seed Business of the Company with the assets of the Company in such manner as the Board may deem it advisable and beneficial to the Company and for this purpose, to sign, seal and deliver such instruments, assignments, contracts, deeds, conveyances or any other instrument which may be considered necessary, usual or proper, and to do such other acts and deeds as may be deemed necessary to give effect to this intent of disposal/hiving off and to receive consideration in any manner i.e. either in cash or in kind, based on valuation.”

Date : 07.11.2012
Place: Bangalore

By Order of the Board
For Camson Bio Technologies Limited

Dhirendra Kumar
Managing Director

NOTES:

1. The relative Explanatory Statement pursuant to Sections 173 (2) and 192A (2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Board of Directors at its meeting held on November 2, 2012 has appointed Mr. Vijayakrishna KT, Practicing Company Secretary as Scrutinizer to receive and scrutinize the completed ballot papers from the members. The Postal Ballot form and the self addressed business reply envelope are enclosed for use of Members.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and thereafter, return the Form duly completed in all respects, in the enclosed self addressed envelope, so as to reach the Scrutinizer on or before the close of working hours on 10.12.2012 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
4. The Scrutinizer will submit his report to the Chairman/Executive Director of the Company after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 11.12.2012.
5. Relevant documents including Memorandum and Articles of Association and others are open for inspection during the office hours on all working days at the Registered Office of the Company.

ANNEXURE TO NOTICE
Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item Nos. 1 & 2:

Your Company has been growing steadily and has crossed Rs112,23,90,210/- of revenue for the year ended 31st March, 2012. The Company has adopted aggressive mode of expansion with careful drawn out plans. This has necessitated infusion of money to bridge the gap. The Company has carefully worked out the needs, and after discussion and careful study, your Board has proposed to issue Warrants partly to the Promoters. Your Directors have decided after due consultation decided to opt for the combination of Debt and Equity and this issue will offer leverage to work on debt also.

Accordingly, apart from the Promoters intent to infuse further funds, talks were held with certain Strategic Investors and Warrants as per details furnished in the respective Resolutions are being proposed to be issued as follows:

- 25,00,000 Warrants to Promoters/ Promoters Group.
- 35,00,000 Warrants to Strategic Investors.

Your approvals are sought in terms of Section 81(1A) of the Companies Act, 1956 for the Resolution Nos. 1 and 2.

Considering the above, the Board has recommended these Resolutions for your approval.

Objects of the Issue:

To part fund the ongoing expansion programs, new initiatives on expansion and to augment the working capital need.

Intention of Promoters/Directors/ Key Management Personnel to subscribe to the offer:

Promoters and persons belonging to Promoters' Group intend to subscribe to 25,00,000 Warrants under Resolutions Nos. 1 and 2.

Shareholding pattern before and after the offer proposed at Resolution Nos.1 and 2. And based on the Shareholding pattern as on 30.09.2012 is as under:

Category Code	Category of Shareholder	Pre Issue Capital		Post Issue Capital	
		Number of Shares	%	Number of Shares	%
(A)	PROMOTER AND PROMOTER GROUP				
(1)	INDIAN				
(a)	Individual /HUF	20,58,180	11.35	27,58,180	11.43
(b)	Foreign Promoters	0.00	0.00	0.00	0.00
(c)	Others-Bodies Corp	20,87,784	11.52	38,87,784	16.11
(d)	Any Others (Persons acting in Concert)	15,75,420	8.69	15,75,420	6.53
	Sub-Total A	57,21,384	31.56	82,21,384	34.07
(B)	PUBLIC SHAREHOLDING				
(1)	INSTITUTIONS				
	Mutual Funds/ UTI	8,25,000	4.55	8,25,000	3.42
	Foreign Institutional Investors	3,24,227	1.79	3,24,227	1.34
	Sub-Total (B)(1)	11,49,227	6.34	11,49,227	4.76
(2)	NON-INSTITUTIONS				
(a)	Bodies Corporate	22,40,452	12.36	22,40,452	9.28
(b)	Individuals				
(i)	Individuals holding nominal share capital up to Rs.1 lakh	43,58,493	24.04	43,58,493	18.06
(ii)	Individuals holding nominal share capital in excess of Rs.1 lakh	32,33,947	17.84	32,33,947	13.40
(c)	OTHERS				
	Non Resident Indians	12,98,339	7.16	12,98,339	5.39
	Trust	6,000	0.03	6,000	0.02
	Clearing Members	1,22,158	0.67	1,22,158	0.52
	Strategic Investor	0.00	0.00	35,00,000	14.50
	Sub-Total (B)(2)	1,12,59,389	62.10	1,47,59,389	61.17
	Total Public Shareholding (B)= (B)(1)+(B)(2)	1,24,08,616	68.44	1,59,08,616	65.93
	Grand Total (A+B)	1,81,30,000	100.00	2,41,30,000	100.00

The above shareholding pattern has been arrived on the assumption that the entire 60,00,000 Warrants proposed to be issued would be converted into Equity Shares.

Proposed time limit within which the allotment shall be complete.

Within 15 days from the date of passing of this resolution or within 15 days from the date of receipt of approvals by any regulatory authority or Central Government, whichever is later as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time.

The identity of the proposed allottee/s and the percentage of post preferential issue capital that may be held by the allottee/s would be as follows.

A. Promoters - Warrants:

Sl No.	Name of the Allottees	Category	Pre Issue Holdings	% of Total Equity	Post Issue Holdings	% of Total Equity
1.	Shashtika Health Resort and Spa Private Limited	Others-Bodies Corp	990,000	5.46	27,90,000	11.56
2.	Ms.Reeya Singh	Individual/HUF	0	0	7,00,000	2.90
	Total		990,000	5.46	34,90,000	14.46

B. Strategic Investors - Warrants:

Sl No.	Name of the Allottees	Category	Pre Issue Holdings	% of Total Equity	Post Issue Holdings	% of Total Equity
1.	Silver Cross Marketing Private Limited	Strategic Investor	0	0	11,00,000	4.56
2.	Mr. Karan Mehta	Strategic Investor	0	0	11,00,000	4.56
3.	Kruti Vyapaar Private Limited	Strategic Investor	0	0	1,00,000	0.40
4.	Chemex Good Private Limited	Strategic Investor	0	0	6,00,000	2.49
5.	First Finance Advisory Private Limited	Strategic Investor	0	0	6,00,000	2.49
	Total		0	0	35,00,000	14.50

The above shareholding has been arrived on the assumption that the entire 60,00,000 Warrants proposed to be issued would be converted into Equity Shares.

Issue Price

The issue price of Rs. 70/- (including the premium of Rs. 60/- per Equity Share) is in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, and for the purpose of the above guidelines, the Relevant Date is 10.11.2012.

Auditor's Certificate

A copy of the Certificate of the Statutory Auditors of the Company certifying the adherence to SEBI Guidelines for preferential issues, under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the proposed issue is open for inspection at the Registered Office of the Company till the date of Extraordinary General Meeting.

The Warrants shall be locked in for such period as prescribed by SEBI Guidelines

As per SEBI (ICDR) Regulations 2009, the shares allotted to the promoter group entities after the conversion of

warrants will be subjected to a lock-in for 3 years from the date of their allotment and for non promoters, the lock-in period will be 1 year from the date of allotment of Shares.

None of the Directors may be deemed to be concerned or interested in this resolution except to the extent of their Shareholding.

The Resolution set out in the Notice is recommended for the approval of the Shareholders.

Item No. 3

Your Company operates basically in two segments viz Seeds and Agri Biotech products. During the past years the business of seeds grew to 95.81 Crores while the Agri Biotech business grew to 16.43 Crores. The seeds business continued to be robust. In order to have separate values, your Company has recommended to hiving off seed business into owned wholly subsidiary of your Company.

This restructuring of the operations of your Company is expected to yield better efficiency for both businesses, and your Directors are of the opinion that this will benefit your Company substantially, by facilitating the growth of both groups.

In terms of the requirements of the prevailing laws and the listing requirements, it is proposed to obtain the approval of the Shareholders by way of Postal Ballot in terms of Section 192A of the Companies Act, 1956.

None of the Directors may be deemed to be concerned or interested in this resolution except to the extent of their Shareholding.

The Board of Directors recommends this Ordinary Resolution for your approval.

Date : 10.11.2012
Place: Bangalore

By Order of the Board
For Camson Bio Technologies Limited

Dhirendra Kumar
Managing Director

Camson Bio Technologies Limited

Regd Off: SY 133,132,125,130,84, Madhure Hobli, Madagondanahalli

POSTAL BALLOT FORM

Sl. No.:

1. Name(s) of Member(s):
(Including joint holders, if any)
2. Registered address of the Sole/First:
named member
3. Registered Folio No. /DP ID No. /Client ID No.*:
(*Applicable to investors holding shares in
dematerialized form)
4. Number of shares held:
5. I/We hereby exercise my/our vote in respect of the Special/Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (v) mark at the appropriate box below:

Description	No. of Equity Shares	I/We assent to the resolution (i.e. Yes)	I/We dissent to the resolution (i.e. No)
1. Special Resolution under Section 81 (1A) and other applicable provisions of the Companies Act, 1956 to issue Warrants on a preferential basis to Promoters and Promoters group.			
2. Special Resolution under Section 81 (1A) and other applicable provisions of the Companies Act, 1956 to issue Warrants on a preferential basis to Strategic Investors.			
3. Ordinary Resolution under Section 293(1) (a) and other applicable provisions of the Companies Act, 1956 for disposing/hiving off the Seeds Business of the Company			

Place:

Signature of the Member

Date:

Note: Please read the instructions printed overleaf before exercising your vote.

INSTRUCTIONS

1. A member entitled to vote and desiring to exercise his/her/its vote by Postal Ballot may complete this Postal Ballot and send it to the Scrutinizer appointed by the Board of Directors of the Company in the enclosed pre-paid self addressed envelope. However, the envelope containing Postal Ballot forms, if sent by courier at the expense of the Member will also be accepted.
2. Postal Ballot Form should be completed and signed by the Member, as per specimen registered with the Company and in case joint holding, the Form should be completed and signed by the first named member failing which by the next named member failing which by the next named member.
3. In case of shares held by the Companies, Trusts, Societies, etc. duly completed Postal Ballot Form should be accompanied by a certified copy of the Board/ Committee Resolution giving requisite authority to the person whose specimen signature is already registered with the Company to vote on the Postal Ballot Form.
4. There will be only one Postal Ballot Form for each Folio irrespective of the number of joint members.
5. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted
6. The right of voting by Postal Ballot shall not be exercised by Proxy.
7. Incomplete or unsigned Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 10.12.2012 Postal Ballot Form received after this date will be treated as if the reply from the Members has not been received.
9. Votes of the Members from whom no Postal Ballot Forms are received or are received after the aforesaid stipulated period will not be accepted, nor taken into account and counted for the purpose of passing the Resolutions referred above.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members on the date of dispatch of the Notice.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the prepaid self-addressed Envelope, as such envelope will be sent to the Scrutinizer. Any extraneous paper found in such envelope shall be destroyed by the Scrutinizer.
12. A Member need not cast all his/hers/its votes in the same manner.