



CAMSON BIO TECHNOLOGIES LIMITED

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the members of the Company will be held on Friday, 27th September, 2013, at 3.00 PM at Hotel Woodlands, No. 5, Dr. Rajaram Mohan Roy Road, Opposite to ITC Gardenia, Bangalore – 560 025 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2013 and the Profit and Loss Account for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint Mr. Krishanaswamy Ramaswamy, who retires by rotation and being eligible offers, himself for re-appointment.
4. To appoint Dr. Anurudh Kumar Singh, who retires by rotation and being eligible offers, himself for re-appointment.
5. To appoint Messrs. B.K. Khare & Co. Chartered Accountants, to hold Office of Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting in place of Messrs. Ishwar & Gopal, Chartered Accountants, who have expressed their inability to continue and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 16, 31, 94 and other applicable provisions, if any, of the Companies Act, 1956, approval of Shareholders be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000/- (Three Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each..

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do such other acts and deeds may be necessary for giving effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby altered in the following manner:



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By deleting the existing Clause V and by substituting the following new Clause V as hereunder:

V. The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000/- (Three Crores Fifty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

8. To consider and, if thought fit, to pass, with or without modifications, the following Resolutions as an Special Resolution:

“RESOLVED THAT in partial modification and ratification of the resolutions passed by the Members at the Eighteenth Annual General Meeting held on 28th September, 2012, relating to Employee Stock Option Plan (ESOP) for the benefit of such person or persons who are in the employment of the Company and pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations / guidelines prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time, the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares under ESOP not exceeding the aggregate (including any Equity Shares created, issued and allotted pursuant to the options granted earlier under ESOP), five percent (5%) of the aggregate number of issued and allotted Equity Shares of the Company as on the date of the Annual General Meeting approving this Resolution.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in pursuance of the said Employees Stock Option Plan - 2012 shall rank pari-passu in all respects with the existing Equity Shares of the Company as per the following:

- a) Total number of options to be granted:

The number of options to be granted pursuant to 'Camson Employees Stock Option Plan 2012' scheme shall not exceed 5% five percent of the aggregate number of issued and allotted equity shares of the Company as on the date of the Annual General Meeting approving this Resolution. The same may be decided by the Board of Directors or the Compensation Committee/Remuneration Committee (Sub-Committee of the Board) subject to the aforementioned maximum limit.

- b) Identification of classes of employees entitled to participate in the ESOP:

Options are offered to employees of the Company but excluding Directors and Promoter Directors of the Company.

- c) Requirements of vesting and period of vesting:

The continuation of the employee in the service of the Company shall be a primary requirement of vesting. The Compensation Committee shall formulate the other criteria of vesting, which may inter alia include performance related issues. The vesting period shall commence on the expiry of one (1) year from the date of grant of the option and will extend as may be thought fit by the Compensation Committee/Remuneration Committee.

- d) Maximum period within which the options shall be vested:



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The Maximum period within which the options shall be vested is upon the completion of ten years from the date of grant of options.

e) Exercise price or pricing formula:

Options under the 'Camson Employees Stock Option Plan 2012' would be issued at a price being lower of:

- a. Market price of Equity Shares on the date of grant as discounted by such rate as decided by the Board in consultation with Compensation Committee/Remuneration Committee

(Or)

- b. Average of the daily high and low of the closing prices of the related Shares, quoted on the stock exchanges, during the month preceding the month on which the options are granted.

f) Exercise Period and Procedure for Exercise:

The exercise period shall commence from the date of vesting and expire not later than twelve months from the date of such vesting and can be further extended to a period of twelve months from the vesting date upon a specific request from the associate concerned. However such an extension may be granted by the Compensation Committee/Remuneration Committee only under special circumstances. The mode or process of exercise of the options will be framed by the Compensation Committee/Remuneration Committee.

g) The appraisal process for determining the eligibility of employees to the ESOP:

The eligibility criteria for the employees under ESOP will be determined by the Compensation Committee/Remuneration Committee based on qualification, past and present performance experience, technical knowledge, professionalism, designation, responsibility, other qualities or such other basis as the Committee may deem fit.

h) Maximum number of options to be issued per employee and in aggregate:

The maximum number of options granted to any one employee will not exceed 1% of the issued Equity Share Capital of the Company at the time of granting of option.

i) Power to amend, vary or modify the Scheme:

The Board shall have powers to amend, vary, or modify any of the terms and conditions of the ESOP pertaining to the grant of options, pricing of options, issue or allotment of equity shares or warrants pursuant to the options, without being required to seek any further consent or approval of the Members. The powers granted by the Members pursuant to this resolution will include powers to withdraw, recall, accept surrender or cancel options issued/to be issued pursuant to this resolution or any other earlier approval accorded by the Members in this behalf, and to issue fresh options in lieu thereof at such price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide.

j) Accounting policies:

The Company shall comply with the disclosure and accounting policies prescribed by SEBI and any other appropriate authority in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities/ shares allotted under the Employee Stock Option Plan – 2012 on the Stock Exchanges where the Shares of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”



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**By Order of the Board of Directors
For Camson Bio Technologies Limited**

Sd/-

**Ekta Gandhi Thakurel
Company Secretary**

**Place: Bangalore
Date: 31st August 2013**

NOTES:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to special business to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and to vote on a poll instead of such Member and such proxy need not be a Member. Duly executed proxy form must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting for the proxies to be effective.
3. The Register of Members and Transfer Books of the Company will be closed from 23rd September, 2013 to 27th September, 2013 (both the days inclusive).
4. Members are requested to quote the Folio Number/DP Id No. and the Company's name in all correspondence with Integrated Enterprises (India) Limited, the Registrars & Transfer Agents (RTA) of the Company.
5. Members holding shares in physical form are requested to immediately intimate change of address, if any, to the Company/RTA quoting reference to the Registered Folio Number. If shares are registered in the same name or in the same order of names, but in several Folios, Shareholders are requested to intimate the Company/RTA to enable consolidation of the same into Single Folio.
6. Queries on accounts and operations of the Company, if any, may please be sent to the Company, seven days in advance of the Meeting to ir1@camsonbiotechnologies.com so that the clarifications may be made available at the Meeting.
7. Members/Proxies should bring the attendance slip, duly filled, for attending the Meeting.
8. Members are requested to note that as prescribed by the Securities and Exchange Board of India (SEBI), trading in securities of the Company is in dematerialized form only. Hence, Members who are yet to dematerialize their Shares are advised to get the same dematerialized.
9. Pursuant to SEBI notification no. MED/DOP/Circular/05/2009 dated May 20, 2009 it has become mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA to enable/effect transfer of shares in physical form.

Shareholders are advised to join the Government of India's Green Initiative by registering their email ID's for the purposes of receipt of notice, reports, and other communications from your Company so as to cut down consumption of papers.

I. Information pursuant to Clause 49 of the Listing Agreement regarding re-appointment of Directors:

Name	Educational Qualification	Age(Yrs)	Experience
Mr.Krishanaswamy Ramaswamy	B.A(Hons) LLB, CAIIB	69	<ul style="list-style-type: none">• Extensive experience in Banking and financial related areas, spanning 45 years.• Exposure to Corporate Sector in India and abroad adding huge value to the Company.



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Mr. Anurudh Kumar Singh	M.Sc and Ph.D (in plant Breeding)	67	<ul style="list-style-type: none">•30 years of experience in Plant Genetics and Breeding.•In his previous experience he has worked as the National Genebank Curator and Head of the Germplasm Conservation Division at the National Bureau of Plant Genetic Resources (Indian Council of Agricultural Research)
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Explanatory Statement Pursuant To Section 173 (2) Of The Companies Act, 1956

Item Nos. 6 & 7

Considering the need to facilitate the issue and allotment of Equity Shares to the employees under the Stock Option Plan, your Board has recommended to increase the Authorised Share Capital of the Company.

The present Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- (Rupees Ten only) each and it is proposed to increase the Authorised Share Capital to Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000/- (Three Crores Fifty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Consequential alteration in the Memorandum of Association of the Company is also recommended.

In terms of the provisions of Section 94 read with other applicable provisions, if any, of the Companies Act, 1956, the Company can alter the authorized share capital only by passing the resolution at duly convened general meeting of the shareholders of the Company.

The Board recommends the resolutions set forth in Item Nos. 6 and 7 for the approval of the Members.

None of the Directors of the Company are concerned or interested in this resolution.

ITEM NO. 8:

The Company has always felt that in order to enhance employee motivation and retention and to enable the employees to participate in the future growth and financial success of the Company, adequate number of shares should be available under ESOP. To facilitate this, the Board through its Committee recommended to implement ESOP Plan-2012.

The Gist of the Plan is as follows:

a) Total number of options to be granted:

The number of options to be granted pursuant to 'Camson Employees Stock Option Plan 2012' scheme shall not exceed 5% five percent of the aggregate number of issued and allotted equity shares of the Company as on the date of the Annual General Meeting approving this Resolution. The same may be decided by the Board of Directors or the Compensation Committee/Remuneration Committee (Sub-Committee of the Board) subject to the aforementioned maximum limit.

b) Identification of classes of employees entitled to participate in the ESOP:

Options are offered to employees of the Company but excluding Directors and Promoter Directors of the Company.

c) Requirements of vesting and period of vesting:

The continuation of the employee in the service of the Company shall be a primary requirement of vesting. The Compensation Committee shall formulate the other criteria of vesting, which may inter alia include



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performance related issues. The vesting period shall commence on the expiry of one (1) year from the date of grant of the option and will extend as may be thought fit by the Compensation Committee/Remuneration Committee.

d) Maximum period within which the options shall be vested:

The Maximum period within which the options shall be vested is upon the completion of ten years from the date of grant of options.

e) Exercise price or pricing formula:

Options under the 'Camson Employees Stock Option Plan 2012' would be issued at a price being lower of:

a. Market price of Equity Shares on the date of grant as discounted by such rate as decided by the Board in consultation with Compensation Committee/Remuneration Committee

(Or)

b. Average of the daily high and low of the closing prices of the related Shares, quoted on the stock exchanges, during the month preceding the month on which the options are granted.

f) Exercise Period and Procedure for Exercise:

The exercise period shall commence from the date of vesting and expire not later than twelve months from the date of such vesting and can be further extended to a period of twelve months from the vesting date upon a specific request from the associate concerned. However such an extension may be granted by the Compensation Committee/Remuneration Committee only under special circumstances. The mode or process of exercise of the options will be framed by the Compensation Committee/Remuneration Committee.

g) The appraisal process for determining the eligibility of employees to the ESOP:

The eligibility criteria for the employees under ESOP will be determined by the Compensation Committee/Remuneration Committee based on qualification, past and present performance experience, technical knowledge, professionalism, designation, responsibility, other qualities or such other basis as the Committee may deem fit.

h) Maximum number of options to be issued per employee and in aggregate:

The maximum number of options granted to any one employee will not exceed 1% of the issued Equity Share Capital of the Company at the time of granting of option.

i) Power to amend, vary or modify the Scheme:

The Board shall have powers to amend, vary, or modify any of the terms and conditions of the ESOP pertaining to the grant of options, pricing of options, issue or allotment of equity shares or warrants pursuant to the options, without being required to seek any further consent or approval of the Members. The powers granted by the Members pursuant to this resolution will include powers to withdraw, recall, accept surrender or cancel options issued/to be issued pursuant to this resolution or any other earlier approval accorded by the Members in this behalf, and to issue fresh options in lieu thereof at such price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide.

j) Accounting policies:

The Company shall comply with the disclosure and accounting policies prescribed by SEBI and any other appropriate authority in this regard.



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Approval of the Members is sought in terms of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956, to increase the maximum number of Equity Shares of the Company which can be created, issued, offered, and allotted pursuant to the options granted under ESOP, including shares already created, issued, and allotted pursuant to the options granted under ESOP earlier, from one per cent to five per cent of the aggregate of the number of issued Equity Shares of the Company on the date of the Annual General Meeting.

The Board recommends passing of the said Resolutions.

None of the Directors of the Company is directly or indirectly concerned or interested in this resolution except to the extent of any eligible Shares under the Scheme which may be allotted to them.

**By order of the Board of Directors
For Camson Bio Technologies Limited**

**Sd/-
Ekta Gandhi Thakurel
Company Secretary**

**Place: Bangalore
Date: 31st August, 2013**