



Notice



Notice is hereby given that the 21st Annual General Meeting of the Members of Camson Bio Technologies Limited will be held on Thursday, 24th day of September 2015 at 3 pm at Hotel Bhagini Palace, #210, 1st Main, A Cross, ESI Hospital Road, Domlur, 2nd Stage, Indiranagar, Bangalore – 560 071 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2015 and Statement of Profit and Loss for the year ended on that date, the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Akbal Narayan Singh, (DIN: 00296396), who retires by rotation and being eligible, offers himself for re- appointment.
3. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 read with (Audit and Auditors Rules), 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Messrs B. K. Khare & Co. Chartered Accountants, Mumbai (Firm Registration number 105102W with the Institute of Chartered Accountants of India), who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the third consecutive Annual General Meeting (up to the Financial Year ending 2018) of the Company on such remuneration as may be agreed upon by the Audit Committee / Board of Directors in consultation with the Auditors".

SPECIAL BUSINESS:

4. To ratify the remuneration fixed by the Board of Directors to Messrs Murthy & Co. LLP, Cost Auditors appointed for the year 2015-16.

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof,) the appointment of Messrs Murthy & Co. LLP, Cost Accountants, Bangalore, as Cost Auditors of the Company for conducting the Cost Audit of the accounts for the financial year ending 31st March, 2015 on a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable service tax and reimbursement of our-of-pocket, at actuals, be and is hereby ratified".

5. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 160 and any other applicable provisions of Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Santosh Nair be and is hereby appointed as a Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director".



6. To appoint Mr. Santosh Nair (DIN: 3597353) as a Whole Time Director and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary, approval and sanction of the Company be and is hereby accorded to the appointment of and payment of remuneration to Mr. Santosh Nair (DIN: 03597353) as Whole Time Director of the Company for a period of 5 years with effect from the date of this AGM upon the terms and conditions and payment of remuneration and other perquisites / benefits to Mr. Santosh Nair during the said period of 5 years as set out in the copy of agreement, copy whereof duly initialed by the Chairman for the purpose of identification is placed before this meeting including, inter-alia, payment and provision of the following remuneration, perquisites and benefits :

The Remuneration (inclusive of all allowances and perquisites) shall not exceed Rs. 42,00,000/- (Forty Two Lakhs only) per annum which shall be divided as follows:

- (i) Basic pay Rs. 18,90,000/- per annum
- (ii) Perquisites:
 - (a) Housing: House Rent Allowance of Rs. 9,45,000/-
 - (b) Medical Reimbursement (Non Hospital): Expenses incurred for the Chief Executive Officer and his immediate dependant family are subject to a ceiling Rs. 15,000/- per annum
 - (c) Medical Insurance (Hospital): The Chief Executive Officer and his immediate dependant family to be covered under "Mediclaime Insurance Policy".
 - (d) Leave/Travel Allowance: Allowance will be granted once a year for the Chief Executive Officer and his family. A cost ceiling of one month's basic salary will apply which shall be Rs. 1,57,437/- per annum.
 - (e) Personal Accident insurance : Premium to be paid
 - (f) Contribution to Provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites.
 - (g) Gratuity not exceeding half a month's basic salary for each completed year of service.
 - (h) Conveyance and Telephone: Provisions of car for use on Company business and telephone at residence will not be considered as perquisites. The Chief Executive Officer will repay the Company the cost of any personal long distance calls on telephone. personal use of car to be considered as a perquisite.



- (i) Earned/Privilege leave: One full basic salary as per the rules of the Company but not more than one month's leave for every eleven months of service. If required, leave accumulated will be allowed to be encashed.
- (j) And other allowances of Rs. 11,83,203/- per annum.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to vary the terms and conditions of appointment of Mr. Santosh Nair as Whole Time Director, subject to the limits prescribed under the Schedule V of the Companies Act, 2013."

7. To appoint Mr. B.C.Madappa (DIN: 00296426) as an Independent Director and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. B.C. Madappa (DIN: 00296426) who was reappointed as Independent Director at the Board Meeting held on February 12, 2015 (as recommended by Nomination & Remuneration Committee subject to approval of Shareholders, be and is hereby appointed as an Independent Director of the Company to hold office for 1 year with effect from February 12, 2015".

8. To appoint Mr. Krishnaswamy Ramaswamy (DIN: 00296319) as an Independent Director and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Krishnaswamy Ramaswamy (DIN: 00296319) who was reappointed as Independent Director at the Board Meeting held on February 12, 2015 (as recommended by Nomination & Remuneration Committee subject to approval of Shareholders), be and is hereby appointed as an Independent Director of the Company to hold office for 1 year with effect from February 12, 2015".

9. To appoint Mr. Gulshan Kumar Khanna (DIN: 00323089) as an Independent Director and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr Gulshan Kumar Khanna (DIN: 00323089) who was reappointed as Independent Director at the Board Meeting held on February 12, 2015 (as recommended by Nomination & Remuneration Committee subject to approval of Shareholders), be and is hereby appointed as an Independent Director of the Company to hold office for 1 year with effect from February 12, 2015".



10. To appoint Dr. Anurudh Kumar Singh (DIN: 02539344) as an Independent Director and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr Anurudh Kumar Singh (DIN: 02539344) who was reappointed as Independent Director at the Board Meeting held on February 12, 2015 (as recommended by Nomination & Remuneration Committee subject to approval of Shareholders), be and is hereby appointed as an Independent Director of the Company to hold office for 1 year with effect from February 12, 2015".

11. To appoint Mr. B.C. Madappa (DIN: 00296426) as an Independent Director and in this regard to consider, if thought fit, and to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. B.C. Madappa (DIN: 00296426) who is liable to vacate his office as an Independent Director w.e.f. February 11, 2016 and, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to February 11, 2021.

RESOLVED FURTHER THAT the second term of five years shall commence immediately upon the cessation of first term (i.e., February 11, 2016)".

12. To appoint Mr. Krishnaswamy Ramaswamy (DIN: 00296319) as an Independent Director and in this regard to consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr.. Krishnaswamy Ramaswamy (DIN: 00296319) who is liable to vacate his office as an Independent Director w.e.f. February 11, 2016, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to February 11, 2021.

RESOLVED FURTHER THAT the second term of five years shall commence immediately upon the cessation of first term (i.e., February 11, 2016)".

13. To appoint Mr. Gulshan Kumar Khanna (DIN: 00323089) as an Independent Director and in this regard to consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV



and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Gulshan Kumar Khanna (DIN: 00323089) who is liable to vacate his office as an Independent Director w.e.f. February 11, 2016, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to February 11, 2021.

RESOLVED FURTHER THAT the second term of five years shall commence immediately upon the cessation of first term (i.e., February 11, 2016)".

14. To appoint Dr. Anurudh Kumar Singh (DIN: 02539344) as an Independent Director and in this regard to consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Dr. Anurudh Kumar Singh (DIN: 02539344) who is liable to vacate his office as an Independent Director w.e.f. February 11, 2016, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to February 11, 2021.

RESOLVED FURTHER THAT the second term of five years shall commence immediately upon the cessation of first term (i.e., February 11, 2016)".

15. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 160 and any other applicable provisions of Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Anil Nath be and is hereby appointed as a Director of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director".

16. To appoint Mr. Anil Nath (DIN: 07261148) as an Independent Director and in this regard to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Anil Nath (DIN: 07261148), be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 26th Annual General Meeting".

17. To consider and, if thought fit, to pass, the following resolution as a Special Resolution:



"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and clause 49 (VII) of the Listing Agreement, consent of the members be and is hereby accorded to the related party transaction by the Company with, Mr. A.N. Singh, Director and hence a 'Related party' as defined under Section 2(76) of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement as per details below:

Leave & License agreement for the agricultural land at the Registered Office cum R & D Centre and apportion the consideration which was paid earlier equally over a period of 99 years and the Annual License Fee is Rs.41,99,249/-.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to the above resolution including signing of any Agreements with the related parties on behalf of the Company".

For & On behalf of Board of Directors

Place: Bangalore
Date: 12th August, 2015

Sd/-
Dhirendra Kumar
Chairman & Managing Director
DIN: 00301372



- form) through depository participants. The Company has entered in to agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited.
12. The Equity Shares of the Company are available for trading in dematerialized form (electronic form) through depository participants. The Company has entered in to agreements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). ISIN Code No. INE399CO1030. All Shareholders holding Shares in physical form are requested to make use of this facility. Members are requested to open De-mat account with any of the depository participants to enable transactions in electronic mode.
 13. In terms of Section 205A read with Section 205C of the Companies Act, 1956, the Dividend declared for the year ended 31st March, 2007 and for all the preceding financial years which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund established by the Central Government. Members are requested to note that no claims shall lie against the Company or the said Fund in respect of any amounts which are unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.
 14. The notice of the Annual General Meeting along with the Annual Report 2014-15 is being forwarded in electronic mode to those Members whose e-mail address are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies are being sent through the permitted mode.
 15. To support the 'Green Initiative', the Members who have not registered their e-mail address are requested to register the same with Integrated Enterprises (India) Limited / Depositories.

Voting through electronic means :

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 21st Annual General Meeting to be held on Thursday 24th September 2015 at Hotel Bhagini Palace, #210, 1st Main, A Cross, ESI Hospital Road, Domlur, 2nd Stage, Indiranagar, Bangalore – 560 071 at 3.00 PM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The instructions for E-voting are as under:

(A). The instructions for Shareholders voting electronically are as under:

- (i) The voting period begins on September 21st 2015 (9 a.m) and ends on September 23rd 2015 (5 p.m). During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 16th 2015,



may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none">● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.



depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting in the General Meeting.

- e. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal hours (10.00 am to 12.00 noon) on all working days, up to and including the date of the Annual General Meeting of the Company.

For & On behalf of Board of Directors

Place: Bangalore
Date: 12th August, 2015

Sd/-
Dhirendra Kumar
Chairman & Managing Director
DIN: 00301372



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

ITEM NO. 4

In terms of Section 148 of the Companies Act, 2013 ('Act') and the Rules made thereunder, the Company is required to maintain Cost Audit records and to have the same audited by a Cost Auditor. Further, Rule 14 of Companies (Audit and Auditors) Rules 2014 requires that the remuneration payable to the Cost Auditor shall be ratified by the shareholders.

Based on the recommendation of the Audit Committee, the Board of Directors has appointed Messrs. Murthy & Co LLP as Cost Auditor, for conducting the Cost Audit for the year 2014-15 on a remuneration of Rs 60,000/- (Rupees Sixty thousand only) plus reimbursement of out of pocket expenses at actuals.

The Company has received a Certificate from the Cost Auditor confirming its independence and arm's length relationship with the Company and their willingness to act as Cost Auditor of the Company.

The Board recommends the proposed resolution for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company and relatives of any of the Directors or Key Managerial Personnel of the Company are concerned or interested in resolution set out at item no. 4.

ITEM NO. 7 TO 14

Pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. B.C. Madappa, Mr. Krishnaswamy Ramaswamy, Mr. Gulshan Kumar Khanna and Dr. Anurudh Kumar Singh as Independent Directors of the Company to hold office for 5 (five) consecutive years from the date of cessation of their first term as Independent Directors i.e., from February 12, 2016 to February 11, 2021.

Further none of them are disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 and has given their consent to act as a Director.

The Company has received notices in writing from members along with the deposit of the requisite amount under Section 160 of the Act proposing the candidature of each of the appointees for the office of Director of the Company.

The Company has also received declaration from them that they met with the criteria of Independence as prescribed both under sub-Section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their Relatives are concerned or interested in the proposed Resolutions as set out in item nos. 5 to 12 of this notice.



The Board recommends an Ordinary Resolutions set out in Item No. 5 to 8 of the Notice and Special Resolutions set out in Item No. 9 to 12 of the Notice for approval by the Shareholders. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement containing details / brief profile of the concerned Directors are given below:

(i). Mr. Akbal Narayan Singh

Name of the Director	Mr. Akbal Narayan Singh
Date of Birth	2 nd January, 1932
Qualification	M.Sc in Agronomy
Experience	A Veteran in the field of Agriculture, a career spanning over 40 years, associated with the Government, International institutions and the Corporate Sector. He worked with Indian Council of Agricultural Research as a senior Research Assistant and Agronomist before joining the Ministry of Agriculture. He also worked with World Bank and Agricultural Finance Corporation Ltd
Shareholding in Camson Bio Technologies Limited as on March 31, 2015	1,18,500 Shares
Interest in Companies and nature of Interest: NA	

(ii). Mr. B. C. Madappa

Name of the Director	B.C. Madappa
Date of Birth	September 17 th 1953
Qualification	Bachelor Degree in Science
Experience	Mr. Madappa has over 30 years of experience in Media and allied industries. He was responsible for the creation and incubation of India's first professional PR firm and also India's first direct marketing firm in collaboration with Global Industrial leaders. Served as a country head for a leading advertising Company (Draft Worldwide). He is currently handling coffee plantation business
Shareholding in Camson Bio Technologies Limited as on March 31, 2015	NIL
Interest in Companies and nature of Interest: NA	

**(iii). Mr. Krishnaswamy Ramaswamy**

Name of the Director	Mr. Krishnaswamy Ramaswamy
Date of Birth	October 7 th 1943
Qualification	B.A. LL.B, CAIIB
Experience	A Veteran with over 40 years of experience in Banking and Finance Sectors. Experience in setting up banks from conceptualising to launch of commercial operations and leading performance turnarounds. After opting for premature retirement from SBI as Deputy General Manager, he headed various International Banking and Financial Institutions such as San Paola Hambro Finance, Exim Bank of Tanzania and Nepal Industrial and Commercial Bank and Union Finance, Nepal.
Shareholding in Camson Bio Technologies Limited as on March 31, 2015	NIL
Interest in Companies and nature of Interest: NA	

(iv). Mr. Gulshan Kumar Khanna

Name of the Director	Mr. Gulshan Kumar Khanna	
Date of Birth	April 6 th 1950	
Qualification	Qualified Engineer	
Experience	Mr. Gulshan Kumar Khanna has over 35 years of experience in Engineering and Project Management. He has held top position in various Multi National Engineering Companies	
Shareholding in Camson Bio Technologies Limited as on March 31, 2015	NIL	
Interest in Companies and nature of Interest:		
SI No.	Name of the Company/Firms	Nature of Interest
1	SOFCON HDOT ENGINEERS (INDIA) PRIVATE LIMITED	Director
2	MAXPRO ENGINEERS PRIVATE LIMITED	Managing Director
3	CAMSON AGRI-VENTURES PRIVATE LIMITED	Director

**(v). Dr. Anurudh Kumar Singh**

Name of the Director	Dr. Anurudh Kumar Singh	
Date of Birth	12 th July 1946	
Qualification	M.Sc in plant pathology and Ph.D in plant breeding	
Experience	More than 30 years of experience in Plant genetics and breeding. Worked as a National Gene bank curator and Head of the Germplasm conservation division at National Bureau of Plant Genetic resources (Indian Council of Agricultural Research). His Research Articles were published in reputed National and International Journals	
Shareholding in Camson Bio Technologies Limited as on March 31, 2015	NIL	
Interest in Companies and nature of Interest:		
Sl No.	Name of the Company/Firms	Nature of Interest
1	CAMSON SEEDS LIMITED	Director

ITEMS NO. 5 & 6**APPOINTMENT OF MR. SANTOSH NAIR AS WHOLE-TIME DIRECTOR:**

Mr. Santosh Nair, who joined the Company in 2012 January as Chief Executive Officer is being inducted in to the Board. The Company is in the process of restructuring the Board and in the interest of the Company and considering his contribution as CEO; the Board of Directors felt his induction to the Board gives a new dimension and strategy.

The Terms & Conditions of Appointment were given in the Notice annexed to this Report.

He is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has received notice in writing from a member along with the deposit of the requisite amount under section 160 of the Act proposing his candidature for the office of Director of the Company.

Other than the Director whose appointment is proposed and his relatives, none of the Directors, Key Managerial Personnel or their Relatives are concerned or interested in the proposed Resolution as set out in item no. 4 of this notice.

The Board recommends an Ordinary Resolution set out in Item No. 4 of the Notice for approval by the Shareholders.



Further the shareholders may note that Mr. Santosh Nair has been steering the business of the Company in the capacity of CEO for some time now. Considering the expansion mode, various initiatives and other requirements, based on the recommendation of Nomination and Remuneration Committee, your Board has recommended Mr. Santosh Nair as Whole-time Director as per the terms and conditions exhibited. Brief background of Mr. Santosh Nair is furnished below:

As required under Clause 49 of the Listing Agreement, the required information is made available to the Shareholders:

Name of the Director	Mr.Santosh Nair	
Date of Birth	9 th January 1969	
Qualification	Bachelor's Degree in Science and Masters degree in Financial Management from Narsee Monjee Institute of Management Studies, Mumbai University.	
Experience	Served for over 19 years with the Banking & Finance industry. Associated with Merrill Lynch as Director-Global Wealth Management Group and HDFC Bank as Head- Branch Banking, India.	
Shareholding in Camson Bio Technologies Limited as on March 31, 2015	NIL	
Interest in Companies and nature of Interest:		
SI No.	Name of the Company/Firms	Nature of Interest
1.	CAMSON SEEDS LIMITED	Director
2.	CAMSON FARM MANAGEMENT VENTURE LLP	Designated Partner

ITEMS NO : 15 & 16:

APPOINTMENT OF MR. ANIL NATH AS INDEPENDENT DIRECTOR:

In the interest of the Company, the Management felt that the Board needs to be strengthened by inducting seasoned professionals from diversified background.

Pursuant to the provisions of Sections 149,150,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, it is proposed to appoint Mr. Anil Nath as Independent Director of the Company to hold office for 5 (five) consecutive years from the date of this AGM till the conclusion of 5th consecutive AGM in calendar year 2020.

Further he is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.



The Company has received notice in writing from members along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company.

The Company has also received declaration from him stating that he met with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Other than the Director and his relatives whose appointment is proposed, none of the Directors, Key Managerial Personnel or their Relatives are concerned or interested in the proposed Resolution as set out in item no. 13 of this notice.

The Board recommends an Ordinary Resolution set out in Item No. 13 of the Notice for approval by the Shareholders.

As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement / brief profile containing details of the concerned Directors are given below:

Name of the Director	Mr. Anil Nath
Date of Birth	24 th December 1952
Qualification	Bachelor of Commerce degree and has done his MBA from UBS, Chandigarh, his CAIIB from India Institute of Bankers and also holds a PG Diploma in Bank Management from NIBM, Pune
Experience	Associated with HDFC Bank since 1996 and has 38+ years experience in banking Service Industry
Share holding in Camson Bio Technologies Limited as on March 31, 2015	Nil
Interest in Companies and nature of Interest: N.A	

ITEMS NO: 17:

The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 has amended Clause 49 (VII) of the Equity Listing Agreement with effect from October 1, 2014. Further, SEBI has also given the option to companies who wish to comply prior to October 1, 2014 to do so. Under the said amendment, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the shareholders by a Special Resolution. The said amendment further provides definition of the term 'Material' as follows:



"A transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover as per the last audited financial statements of the Company."

Your Company is operating primarily in agriculture space requiring agricultural land for its business. In the State of Karnataka Companies cannot own agricultural properties. Hence, the Company after lot of efforts could arrive it in the arrangement for the land with Mr. A. N. Singh who owns lands. Based on market study, the consideration has arrived at to take the Land on lease basis. Although the Audit Committee has approved the transactions, your Directors thought fit to seek the approval of Shareholders as a matter of abundant caution.

The Audit Committee has reviewed and approved the transaction as mentioned in the resolution set out at Item No. 17 of the Notice.

Mr. A.N.Singh is a "Related Party" as per the definition under Section 2(76) of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into, with the Stock Exchanges as Mr. A. N. Singh being a Director of the Company.

The Board of Directors reviewed the value of the transaction for recommending the same to the shareholders of the Company for their approval.

The Company's best interests are always kept in mind by your Director considering the various criteria.

None of the other Directors and Key Managerial Personnel of the Company and their relatives except Mr. A. N. Singh, Mr. Dhirendra Kumar and Mr. V. K Singh is concerned or interested, financial or otherwise, in the said resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the listing agreement with the Stock Exchanges.

The Board recommends the Special Resolution set out at Item No. 17 of the notice for approval by the members.

For & On behalf of Board of Directors

Place: Bangalore
Date: 12th August, 2015

Sd/-
Dhirendra Kumar
Chairman & Managing Director
DIN: 00301372



ROUTE MAP VENUE FOR AGM

