



CAMSON

CAMSON BIO TECHNOLOGIES LIMITED

24th August, 2017

To
The Listing Department
BSE Limited
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400 001
Scrip Code: 540071

Dear Sir/Madam,

Sub: AGM and Book Closure Notice

Pursuant to the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of Notice of 23rd Annual General Meeting of the Company to be held on 19th September, 2017 at 03.30 P.M. at Sree Nandhana Palace No 4034, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560 038 as per the Companies Act, 2013.

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2017 to 19th September, 2017 (both days inclusive) for the purpose of the AGM.

Kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you

Yours faithfully

For Camson Bio Technologies Limited

Vidya Sridharan
Company Secretary

CC:

1. National Securities Depository Limited
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai-400013
2. Central Depository Services (India) Limited
P.J. Towers, 17th Floor, Dalal Street,
Mumbai-400001

CAMSON BIO TECHNOLOGIES LIMITED

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of Camson Bio Technologies Limited will be held on Tuesday, 19th day of September, 2017 at 3.30 P.M. at Sree Nandana Palace, No 4034, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560 038 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Auditors' Report thereon and the Board's Report including Secretarial Audit Report.
2. To appoint a Director in place of Mr. Akbal Narayan Singh, (holding DIN: 00296396), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), Messrs. YCRJ & Associates (FRN: 006927S), Chartered Accountants, who holds office upto the conclusion of ensuing Annual General Meeting be and is hereby appointed to hold office from the conclusion of this Annual General Meeting until the Conclusion of 28th Annual General Meeting subject to ratification of the Members at every Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

SPECIAL BUSINESS:

4. Appointment of Statutory Auditors to fill casual vacancy:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), the appointment of Statutory Auditors, Messrs. YCRJ & Associates (FRN: 006927S), Chartered Accountants, by the Board of the Directors of the Company, due to the casual vacancy caused by the resignation of Messrs Deloitte Haskins & Sells, LLP (FRN:117366W/W-100018), Chartered Accountants be and is hereby ratified. "

5. **To ratify the remuneration payable to Messrs Murthy & Co. LLP, Cost Auditors appointed for the financial year 2017-18:**

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

"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 cost records for the financial year ending 31st March, 2018 on a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) in addition to the applicable taxes and reimbursement of our-of-pocket expenses, at actuals, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

CAMSON BIO TECHNOLOGIES LIMITED

6. Appointment of Mr. Dharendra Kumar (DIN: 00301372) as a Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dharendra Kumar (holding DIN: 00301372), who was appointed as an Additional Director with effect from 26th October, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

7. Appointment of Mr. Dharendra Kumar (DIN: 00301372) as the Whole-time Director:

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

“RESOLVED THAT in accordance with the provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and all other applicable provisions 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 necessary, approval of the members be and is hereby accorded to appointment of Mr. Dharendra Kumar (holding DIN: 00301372) as the Whole-time Director of the Company for a period of five (5) years with effect from 26th October, 2016 to 25th October, 2021, on the terms and conditions of appointment as may be determined, at a remuneration which shall not exceed Rs. 84,00,000/- (Rupees Eighty Four Lakhs only) per annum till such time as may be reviewed by the Nomination and Remuneration Committee from time to time.

The overall remuneration (inclusive of all allowances and perquisites) shall not exceed Rs. 84,00,000/- (Rupees Eighty Four Lakhs only) per annum;

The following perquisites should be included in the computation of the ceiling on remuneration:

- (a) Housing: House Rent Allowance shall be paid which should not exceed Rs. 1,00,000/- per month.
- (b) Gratuity not exceeding half a month's basic salary for each completed year of service.
- (c) Conveyance and Telephone: Provisions of car for use on Company business and telephone at residence will not be considered as perquisites. The Director will repay the Company the cost of any personal long distance calls on telephone. Personal use of car to be considered as a perquisite.
- (d) Earned/Privilege leave: One full month's 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.
- (e) Contribution to Provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites.

However, the following shall not form part of the Managerial Remuneration:

- (a) **REIMBURSEMENT OF EXPENSES:** Reimbursement of all actual expenses on travel, entertainment, etc. legitimately incurred in the course of duties.
- (b) **TELEPHONE:** A residential telephone, mobile phone along with all the calling facilities, Laptop Computer and one Internet Services connection will be provided by the Company at its cost to facilitate the performance of duties.
- (c) **CONVEYANCE:** Chauffeur driven car provided by the Company for performance of duties. All expenses towards this facility will be borne by the Company.

CAMSON BIO TECHNOLOGIES LIMITED

He will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof of the Company nor shall be liable to retire by rotation

Minimum Remuneration:

Notwithstanding anything to the contrary herein where in any financial year during the currency of tenure of the Whole time Director, the Company has no profits or its profits are inadequate, the above remuneration payable by way of salary and perquisites shall be deemed as minimum remuneration but however subject to the approval of the Central Government and/ or limits laid down under Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof as may be for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be directed by the Central Government and as may be agreed to by the Board of Directors and Mr. Dharendra Kumar.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary the terms of appointment of Mr. Dharendra Kumar within the limits prescribed under Schedule V of the Companies Act, 2013 without seeking further approval from the Shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

8. Appointment of Mr. Dharendra Kumar (DIN: 00301372) as the Managing Director:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 2(54), 196, 197, 198 and 203 read with Schedule V and all other applicable provisions 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), based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and is hereby accorded to appoint Mr. Dharendra Kumar (holding DIN: 00301372) as the Managing Director of the Company for a period of Three (3) years with effect from 9th August, 2017 to 8th August, 2020, on the terms and conditions of appointment as may be determined, at a remuneration which shall not exceed Rs. 84,00,000/- (Rupees Eighty Four Lakhs only) per annum till such time as may be reviewed by the Nomination and Remuneration Committee from time to time.

The overall remuneration (inclusive of all allowances and perquisites) shall not exceed Rs. 84,00,000/- (Rupees Eighty Four Lakhs only) per annum;

The following perquisites should be included in the computation of the ceiling on remuneration:

- (a) Housing: House Rent Allowance shall be paid which should not exceed Rs. 1,00,000/ per month.
- (b) Gratuity not exceeding half a month's basic salary for each completed year of service.
- (c) Conveyance and Telephone: Provisions of car for use on Company business and telephone at residence will not be considered as perquisites. The Director will repay the Company the cost of any personal long distance calls on telephone. Personal use of car to be considered as a perquisite.

The following perquisites shall not be included in computing the above remuneration:

- (d) Earned/Privilege leave: One full month's 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.
- (e) Contribution to Provident fund, superannuation fund or annuity fund
- (f) Gratuity not exceeding half a month's basic salary for each completed year of service.

CAMSON BIO TECHNOLOGIES LIMITED

However, the following shall not form part of the Managerial Remuneration:

- (a) **REIMBURSEMENT OF EXPENSES:** Reimbursement of all actual expenses on travel, entertainment, etc. legitimately incurred in the course of duties.
- (b) **TELEPHONE:** A residential telephone, mobile phone along with all the calling facilities, Laptop Computer and one Internet Services connection will be provided by the Company at its cost to facilitate the performance of duties.
- (c) **CONVEYANCE:** Chauffeur driven car provided by the Company for performance of duties. All expenses towards this facility will be borne by the Company.

He will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof of the Company nor shall be liable to retire by rotation

Minimum Remuneration:

Notwithstanding anything to the contrary herein where in any financial year during the current tenure of the Managing Director, the Company has no profits or its profits are inadequate, the above remuneration payable by way of salary and perquisites shall be deemed as minimum remuneration but however subject to the approval of the Central Government and/ or limits laid down under Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof as may be for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter or modify the terms and conditions including remuneration as may be directed by the Central Government and as may be agreed to by the Board of Directors and Mr. Dharendra Kumar.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary the terms of appointment of Mr. Dharendra Kumar within the limits prescribed under Schedule V of the Companies Act, 2013 without seeking further approval from the Shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.”

9. Appointment of Mr. Declan Pearse Macfadden (DIN: 02843315) as a Director:

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, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Declan Pearse Macfadden (holding DIN: 02843315), who was appointed as an Additional Director with effect from 26th October, 2016 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution”.

CAMSON BIO TECHNOLOGIES LIMITED

10. Appointment of Mr. Declan Pearse Macfadden (DIN: 02843315) as an Independent Director of the Company:

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) read with Schedule IV of the Companies Act, 2013 and Listing Regulations, Mr. Declan Pearse Macfadden (holding DIN: 02843315) who was appointed as an Independent Director at the Board Meeting held on 26th October, 2016, approval of the members be and is hereby accorded for his appointment as an Independent Director of the Company to hold office for 5 (five) years from 26th October, 2016 up to 25th October, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

11. Appointment of Mr. Manoj Srivastava (DIN: 00513960) as a Director:

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, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manoj Srivastava (holding DIN: 00513960), who was appointed as an Additional Director with effect from 29th May, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

12. Appointment of Mr. Manoj Srivastava (DIN: 00513960) as an Independent Director of the Company:

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) read with Schedule IV of Companies Act, 2013 and Listing Regulations, Mr. Manoj Srivastava (holding DIN: 00513960) who was appointed as an Independent Director at the Board Meeting held on 29th May 2017, approval of the members be and is hereby accorded for his appointment as an Independent Director of the Company to hold office for 5 (five) years from 29th May, 2017 to 28th May, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

13. Appointment of Mr. Vinod Kumar Lahoti (DIN: 002070395) as a Director:

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, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinod Kumar Lahoti (holding DIN: 002070395), who was appointed as an Additional Director with effect from 29th May, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

CAMSON BIO TECHNOLOGIES LIMITED

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

14. Appointment of Mr. Vinod Kumar Lahoti (DIN: 02070395) as an Independent Director of the Company:

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) read with Schedule IV of Companies Act, 2013 and Listing Regulations, Mr. Vinod Kumar Lahoti (holding DIN: 02070395) who was appointed as an Independent Director at the Board Meeting held on 29th May 2017, approval of the members be and is hereby accorded for his appointment as an Independent Director of the Company to hold office for 5 (five) years from 29th May, 2017 to 28th May, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

15. Appointment of Ms. Tay Geok Lan (DIN: 07727496) as a Director:

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Tay Geok Lan (holding DIN: 07727496), who was appointed as an Additional Director with effect from 29th May, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

16. Borrowings in excess of limits specified under Section 180(1)(c) of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 or any amendment or modifications thereof read with the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the Company be and is hereby accorded to the Board of Directors and/or Managing Director to borrow and raise such sum or sums of moneys from time to time as may be required for the purposes of the business, not exceeding Rs. 100 crores (Rupees One Hundred Crores only) borrowings in excess of aggregate of its paid-up capital and free reserves of the Company, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above Resolution.”

CAMSON BIO TECHNOLOGIES LIMITED

17. Creation of charge / mortgage etc. on Company's movable or immovable properties in terms of Section 180 (1) (a) of the Companies Act, 2013.

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

“RESOLVED THAT in pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby accorded to the Board of Directors of the Company to hypothecate or mortgage and/or charge all the immovable and movable assets of the Company wheresoever situate, present and future, and the whole or part of the undertaking of the Company to, or in favour of the lender to secure the said borrowings upto an amount in the aggregate not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) together with interest, such other finance charges and all other moneys payable by the Company to the lenders as per the agreements entered into, by the Company with the respective lender.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, from time to time, all such acts, deeds and things as may be necessary to give effect to the above Resolution.”

By Order of the Board of Directors

**Place: Bangalore
Date: 9th August, 2017**

**Dhirendra Kumar
Managing Director
DIN: 00301372**

CAMSON BIO TECHNOLOGIES LIMITED

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Explanatory Statement as per Section 102 of the Companies Act, 2013 is attached hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 13th September, 2017 to 19th September, 2017 (both days inclusive).
4. All correspondences relating to change of Address, Transfer and Demat of Shares may be addressed to our Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003, Phone : 080-23460815 to 818, Fax: 080-23460819, E-mail: irg@integratedindia.in
5. Members are requested to quote the Folio Numbers or Demat Account Numbers and Depository Participant ID (DPID) in all correspondence to the Registrar and Share Transfer Agents of the Company.
6. Members holding Shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical Shares and for ease of portfolio management. Members can contact the Company or Integrated Registry Management Services Private Limited for assistance in this regard.
7. Members holding Shares in physical form in identical orders of names in more than one folio are requested to send to the Company, or Integrated Registry Management Services Private Limited, the details of such folio together with the Shares Certificates for consolidating their holding in one folio. A consolidated Share Certificate will be returned to such Members after making requisite changes thereon.
8. In case of joint holders attending the Meeting, the Member whose name appears first in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the Annual Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
10. 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.
11. 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 (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. INE 845 E01012. All Shareholders holding Shares in physical form are requested to make use of this facility. Members are requested to open Demat account with any of the depository participants to enable transactions in electronic mode.

CAMSON BIO TECHNOLOGIES LIMITED

13. In terms of Section 125 (5) read with Section 469 of the Companies Act, 2013, the Dividend declared for the year ended 31st March, 2009 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 for the financial year 2016-17 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 Registry Management Services Private Limited / Depositories.
16. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such a representative to attend and vote on its behalf at the Meeting.

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 23rd Annual General Meeting to be held on Tuesday, 19th September, 2017 at Sree Nandhana Palace, No., 4034, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560 038 at 3.30 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 16th September, 2017 (9:00 A.M.) and ends on 18th September, 2017 (5:00 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 12th September 2017, 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.

CAMSON BIO TECHNOLOGIES LIMITED

(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> <p>* 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.·</p> <p>* 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.</p>
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> <p>* 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).</p>

(vii) If you are a first time user follow the steps given below:

(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.

CAMSON BIO TECHNOLOGIES LIMITED

- (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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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.
 - * The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - * A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (v) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other instructions:

- (i) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (ii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 12th, 2017.
- (iii) The Board of Directors has appointed Mr. Vijayakrishna K T, Practicing Company Secretary, (Membership No. FCS 1788 and CP-980) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. Mr. Vijayakrishna K T has conveyed to the Company his willingness to act as such. The Scrutinizer shall within a period not exceeding Forty Eight (48) hours from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman/Designated Director of the Company.
- (iv) The Results shall be declared within Forty Eight hours (48) from the conclusion of the AGM. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website: <http://www.camsonbiotechnologies.com/> and on the website of CDSL within Forty Eight hours (48) of passing of the Resolutions at the AGM of the Company and communicated to the Stock Exchanges, where the Equity Shares of the Company are listed.

CAMSON BIO TECHNOLOGIES LIMITED

- (v) Further, members may note the following:
- a. Remote e-voting shall not be allowed beyond the said date and time.
 - b. The Company is providing facility to vote on a poll to the members present at the Meeting.
 - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d. A person whose name is recorded in the register of beneficial owners maintained by the 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 A.M. to 12.00 noon) on all working days, up to and including the date of the Annual General Meeting of the Company.

By Order of the Board of Directors

Place: Bangalore

Date: 9th August, 2017

Dhirendra Kumar
Managing Director
DIN: 00301372

CAMSON BIO TECHNOLOGIES LIMITED

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

ITEM NO. 2:

i.	Name of the Director	Mr. Akbal Narayan Singh
ii.	Date of Birth	2/01/1932
iii.	Qualification	M.Sc in Agronomy
iv.	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
v.	Shareholding in Camson Bio Technologies Limited as on 31 st March, 2017	1,18,500 Shares
vi.	Interest in Companies and nature of Interest:	NIL

ITEM NOS. 3 AND 4:

The Board of Directors of the Company at its Meeting held on 29th July, 2017 appointed Messrs. YCRJ & Associates (FRN: 0069275), Chartered Accountants, Bangalore, as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of Messrs Deloitte Haskins & Sells LLP to hold office upto the conclusion of the forthcoming Annual General Meeting Messrs. YCRJ & Associates, Chartered Accountants have indicated their intention that they are eligible to act as the Statutory Auditors.

As per the requirements of Section 139 of the Companies Act 2013, Messrs. YCRJ & Associates are proposed to be appointed as Statutory Auditors of the Company to hold office from the conclusion of 23rd Annual General Meeting upto the conclusion of 28th Annual General Meeting for a period of five (5) years subject to ratification at Every Annual General Meeting of the Company.

Messrs YCRJ & Associates have given their consent and eligibility certificate as required under Section 141 of the Companies Act 2013 to the said appointment.

The Board of Directors recommends the passing of an Ordinary Resolution contained in Item Nos. 3 and 4 of the accompanying Notice.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said Resolution.

ITEM NO. 5:

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 financial year 2017-18 on a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) in addition to applicable taxes and reimbursement of out-of-pocket expenses.

CAMSON BIO TECHNOLOGIES LIMITED

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. 5.

ITEM NOS. 6, 7 AND 8:

A technocrat with an abiding passion for R&D, Mr. Dharendra Kumar, the founder of the Camson Group of Companies, has led Camson's pioneering research in sciences like intragenics & metagenomics. Under his guidance, the Company has spearheaded the concept of Zero Residue agri-inputs. In the interest of the Company and considering his contribution, and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors decided to appoint him as an Additional Director and Whole-time Director with the terms and conditions as exhibited in the respective Resolutions, in its Meeting held on 26th October, 2016.

Further, your Company is presently working towards increasing the business through various Institutes and Government undertakings, these organisations recognize, consider and attach high importance and significance to the position of Managing Director as compared to Whole Time Director wherein it requires a qualified Technical face as Managing Director to make various proposals to back the orders.

Your Company has been represented by Mr. Dharendra Kumar for a big order with the Government and now the team is visiting for the following Audit:

- Technology Audit
- Factory Audit
- Management Audit

Mr. Dharendra Kumar being a Promoter is required to be presented as the Managing Director of the Company to be able to negotiate with the Government and take the decisions. Under these circumstances, it was required to propose that Mr. Dharendra Kumar gets reinstated as Managing Director to steer the Company ahead.

Based on the recommendation of the Nomination and Remuneration Committee, the Board in its Meeting held on 9th August, 2017, re designated Mr. Dharendra Kumar as the Managing Director of the Company to hold office from 9th August 2017 to 8th August 2020 in Compliance with Section 203 read with Schedule V of the Companies Act 2013 and with relevant rules made thereunder, in supersession of the earlier resolution passed to occupy the position as Whole Time Director on 26th October 2016.

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 Managing Director.

Statement required pursuant to provisions of Schedule V of the Companies Act, 2013 is given below:

1. Nature of Industry:

The Company is a research based bio technology products manufacturing company involved in the business of research, manufacturing and marketing crop nutrition, bio pesticide, Natural Fertilizers, Bio fertilizers, Bio Stimulants and Hybrid Seed Varieties and is marketing its products in India and abroad with wide variety of applications in agriculture.

2. Date or expected date of commencement of commercial production:

The Company started its commercial production in 1993.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

CAMSON BIO TECHNOLOGIES LIMITED

4. Financial performance based on given indicators:

The Company earned total revenue of Rs. 10.35 Crores/- during the financial year 2016-17. However, the Company incurred a Net loss of Rs 27.20 Crores/- during the last financial year due to increase in the expenses.

5. Foreign investments or collaborations, if any: Messrs Bio Harvest Pte Ltd had invested into the Company acquiring 19.57% of the total share capital in the Company.

II. Information about the appointee:

(1) Background details:

Mr. Dharendra Kumar is the founder of the Camson Group of Companies, has led Camson's pioneering research in sciences like intragenics & metagenomics. Under his guidance, the Company has spearheaded the concept of Zero Residue agri-inputs and managing the day to day affairs of the Company. He is responsible for managing the Company and taking the Brand to the end customers. Due to his vision and guidance, the Company has been able to establish itself as a recognized player. He holds a M.Sc. in Plant Genetics and Breeding and MBA in Marketing from the Punjab Agricultural University, India. He also holds an MBA in Export Management from IIFT, New Delhi.

(2) Past remuneration: Rs. 84 lakhs per annum

(3) Recognition or awards:

Your Company was recognized by Deloitte as one the fastest growing technology companies in 2015 and conferred the Technology Fast 500 award and awarded 'Leaders of Tomorrow Award by ET Now & Indiamart 2014-15 under his leadership.

(4) Job profile and his suitability:

He is the Managing Director and Chief Scientific Officer of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.

(5) Remuneration proposed:

It is proposed to pay remuneration not exceeding Rs. 84,00,000 (Rupees Eighty Four lakhs only) per annum to Mr. Dharendra Kumar by way of salary and other perquisites as provided under the provisions of Schedule V of the Act.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

There is no pecuniary relationship directly or indirectly with the Company.

He is son of Mr. Akbal Narayan Singh, Director of the Company and brother of Mr. Veerendra Kumar Singh another Director.

He is also one of the Shareholder and Promoter of the Company.

CAMSON BIO TECHNOLOGIES LIMITED

III. Other information:

(1) Reasons of loss or inadequate profits:

Draught conditions led to higher sales returns and poor collection of receivables. Diminution in the value of investment in subsidiary. Coupled with adverse economic conditions.

(2) Steps taken or proposed to be taken for improvement:

The Company has undertaken stringent cost reductions and also the management has taken considerable steps to improve the existing systems and processes so as to increase the sales and income in times to come.

(3) Expected increase in productivity and profits in measurable terms:

Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in current year

Other than Mr. Dharendra Kumar, Mr. Veerendra Kumar Singh, Mr. Akbal Narayan Singh 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. 6, 7 and 8 of this Notice.

The Board recommends an Ordinary Resolutions set out in Item Nos. 6, 7 and 8 of the Notice for approval by the Shareholders.

Further, the Shareholders may note that Mr. Dharendra Kumar is the Chief Scientific Officer of the Company.

Brief background of Mr. Dharendra Kumar Singh is furnished below:

As per the requirement of SEBI (LODR) Regulation, 2015 on Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement / brief profile containing details of the concerned Director is given below:

Name of the Director	Mr. Dharendra Kumar
Date of Birth	27/08/1957
Qualification	He holds a M.Sc. in Plant Genetics and Breeding and MBA in Marketing from the Punjab Agricultural University, India. He also holds an MBA in Export Management from IIFT, New Delhi.
Experience	In his position as General Manager at ITC Limited he took over a loss making division and reworked the entire product range and strategized to transform it into the fastest growing and most profitable division at ITC. Further, as the Marketing Manager at the Pioneer Seed Co., he held the distinction of leading the Company to new heights in terms of market share and profitability. His previous experience also includes positions at Ranbaxy and Coromandal Indag
Shareholding in Camson Bio Technologies Limited as on 31 st March, 2017	19,44,680

Interest in Companies and nature of Interest:

Sl. No.	Name of the Company/Firms	Nature of Interest
1.	Camson Seeds Limited	Managing Director
2.	Camson Agri – Ventures Private Limited	Director
3.	Camson Agro Products Private Limited	Director
4.	Camson Farm Management Venture LLP	Partner

CAMSON BIO TECHNOLOGIES LIMITED

ITEM NOS. 9 AND 10:

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

The Board of Directors at its Meeting held on 26th October, 2016 appointed Mr. Declan Pearse Macfadden as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company. He holds office upto the date of the ensuing Annual General Meeting.

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 SEBI (LODR) Regulations, 2015, it is proposed to appoint Mr. Declan Pearse Macfadden as an Independent Director of the Company to hold office for 5 (Five) consecutive years from 26th October, 2016 up to 25th October, 2021.

Further, he has confirmed that 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 such.

The Company has received notice in writing from 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.

The Company has also received declaration from Mr. Declan Pearse Macfadden stating that he has met with the criteria of Independence as prescribed both under sub-Section (6) of Section 149 of the Act and under SEBI (LODR) Regulations, 2015.

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 Resolutions as set out in Item Nos. 9 and 10 of this Notice.

The Board recommends the Ordinary Resolutions set out in Item Nos. 9 and 10 of this Notice for approval by the Shareholders.

As per the requirement of SEBI (LODR) Regulations, 2015 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. Declan Pearse Macfadden
Date of Birth	19/04/1954
Qualification	He holds M.Sc, Brewing & Malting Science from The University of Birmingham and Executive Program from University of Michigan
Experience	Declan has a vast experience and a track record of success, working with top global clients in technology, food & beverage, medical devices and brand management mobile app arenas; combining high levels of commercial acuity with advanced technical R&D knowledge in food & beverage ingredients and flavours to identify B2B product/technology innovations, drive key account development and increase sales.
Shareholding in Camson Bio Technologies Limited as on 31 st March, 2017	Nil

Interest in Companies and nature of Interest:

Sl. No.	Name of the Company/Firms	Nature of Interest
1.	Camson Seeds Limited	Director

CAMSON BIO TECHNOLOGIES LIMITED

ITEM NOS. 11,12,13 AND 14:

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

The Board of Directors at its Meeting held on 29th May, 2017 appointed Mr. Vinod Kumar Lahoti and Mr. Manoj Srivastava as Additional Directors with effect from 29th May, 2017 pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company. They hold office upto the date of the ensuing Annual General Meeting.

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 SEBIs (LODR) Regulations, 2015, it is proposed to appoint Mr. Vinod Kumar Lahoti and Mr. Manoj Srivastava as Independent Directors of the Company to hold office for 5 (Five) consecutive years from 29th May, 2017 up to 28th May, 2022.

Further, they are not disqualified from being appointed as Directors under Section 164 of the Companies Act, 2013 and has given their consent to act as a Directors.

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

The Company has also received declarations from Mr. Vinod Kumar Lahoti and Mr. Manoj Srivastava stating that they have met with the criteria of Independence as prescribed both under sub-Section (6) of Section 149 of the Act and under SEBI (LODR) Regulations, 2015.

Other than the Directors and their relatives whose appointment is proposed, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolutions as set out in Item Nos. 11, 12, 13 and 14 of this Notice.

The Board recommends an Ordinary Resolutions set out in Item Nos. 11, 12, 13 and 14 of the Notice for approval by the Shareholders.

As per the requirement of SEBI (LODR) Regulations, 2015 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. Vinod Kumar Lahoti
Date of Birth	12.02.1976
Qualification	He has completed his MBA from ITM, Mumbai with many awards for his achievements in his career so far.
Experience	He is an entrepreneur and the founder, Director of Geolife Group which has interests in specialty Agri Inputs.
Shareholding in Camson Bio Technologies Limited as on 31 st March, 2017	Nil

Interest in Companies and nature of Interest:

Sl. No.	Name of the Company/Firms	Nature of Interest
1.	Forein Life Science Private Limited	Director
2.	Forein Crop Science Private Limited	Director
3.	Lead Crop Science Private Limited	Director
4.	Geotech Agri Life Private Limited	Director
5.	Shreem Worldwide Private Limited	Director

CAMSON BIO TECHNOLOGIES LIMITED

Name of the Director	Mr. Manoj Srivastava
Date of Birth	13.10.1956
Qualification	He has done B.Sc. (Hons Botany) (From Delhi University); M.Sc Plant Breeding), PAU Ludhiana and Ph.D (Plant Breeding) PAU Ludhiana
Experience	He has 36 years of experience, having specialized in varietal improvement in pearl millet and Intellectual Property Right in special reference to PPV&FR Act 2001. He has held various positions like Registrar, Protection of Plant Variety and Farmers' Rights Authority PPV& FRA, etc.
Shareholding in Camson Bio Technologies Limited as on 31 st March, 2017	Nil

Interest in Companies and nature of Interest:

Sl. No.	Name of the Company/Firms	Nature of Interest
1.	Camson Seeds Limited	Director

ITEM NO. 15:

The Board of Directors at its Meeting held on 29th May, 2017 appointed Ms. Tay Geok Lan, as an Additional Director pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company. She holds office upto the date of the ensuing Annual General Meeting.

Pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015, it is proposed to appoint Ms. Tay Geok Lan as Non-Executive Director of the Company.

Further, she has confirmed that she is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 and has given her consent to act as the Director.

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

Other than the said Director whose appointment is proposed, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed Resolution as set out in Item No. 15 of this Notice.

The Board recommends an Ordinary Resolution set out in Item No. 15 of the Notice for approval by the Shareholders.

CAMSON BIO TECHNOLOGIES LIMITED

As per the requirement of SEBI (LODR) Regulations, 2015 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:

i.	Name of the Director	Ms. Tay Geok Lan
ii.	Date of Birth	27/05/1966
iii.	Qualification	She is a graduate in Bachelor of Science (Economics) in Management Studies, University of London.
iv.	Experience	She has more than 20 years of experience researching and analyzing companies across several sectors, including water, agriculture, chemical and technology and 14 years as Research Analyst with GK Goh and CIMB Securities. Also involved in more than 10 successful fund raising exercise such as marketing and road shows for placements and IPOs to institutional investors.
v.	Shareholding in Camson Bio Technologies Limited a.s on 31 st March, 2017	Nil

vi. Interest in Companies and nature of Interest: (This includes only Indian Companies)

Sl. No.	Name of the Company/Firms	Nature of Interest
1.	Camson Seeds Limited	Director

ITEM NOS. 16 AND 17:

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the Company and its free reserve requires approval from the Shareholders of the Company. It is, therefore, proposed to seek the approval of the Shareholders for enhancing the borrowing limits upto 100 crores (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by way of a Special Resolution.

Since the Company is in need of funds, the Company would require, from time to time, additional banking facilities to meet the funding requirements of the Company. Considering the quantum of present borrowings already sanctioned by the Bank and proposed sum intended to be borrowed by Company at a future date (subject to approval of members), it is proposed that borrowing limits of the Company to Rs. 100 Crores. Further, such enhanced borrowing powers will need the Board of Directors to hypothecate or mortgage and/or charge all the immovable and movable assets of the Company. The Special Resolutions as set out in Item nos. 16 and 17 of this Notice is accordingly recommended for your approval.

The Directors recommend the Special Resolutions pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said Resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

By Order of the Board of Directors

Bangalore
Date: 9th August, 2017

Dhirendra Kumar
Managing Director
DIN: 00301372

CAMSON BIO TECHNOLOGIES LIMITED

ROUTE MAP



Sri Nandhana Palace