

DCS/AMAL/LP/24(f)/287/2014-15

January 30, 2015

The Company Secretary  
**Camson Bio Technologies Limited**  
Survey No. 132,  
Madhure Hobli, Nelamangala Road,  
Doddaballapur, Madagondanahalli,  
Bangalore, Karnataka, 561203

Dear Sir / Madam,

**Sub: Observation letter regarding the Scheme of Arrangement of Camson Bio Technologies Limited.**

This is with reference to the application of draft Scheme of Arrangement between Camson Bio Technologies Limited (CBTL) and Camson Seeds Limited and their respective shareholders and creditors received on October 14, 2014 for Dissemination of Information as per Clause 5.3(b) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, as the Company was listed only on Regional Stock Exchange & BSE being appointed as Designated Stock Exchange.

Before the issuance of comment letter by SEBI, the company got listed on BSE w.e.f. January 7, 2015 through direct listing route and hence thereafter all the procedure applicable to its listed company in the matter are applied to the company.

With regard to draft scheme of arrangement SEBI vide its letter dated January 22, 2015 given the following comment(s) under SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013;

- *Company to ensure that additional information submitted by CBTL to BSE with respect to pre-scheme and post scheme shareholding, and audited financials, limited review report and certificate from Chartered Accountant as submitted by CBTL vide email dated January 5, 2015 are displayed from the date of receipt of this letter on the website of the company along with various documents submitted pursuant to the circulars.*
- *The company shall duly comply with various provisions of the Circulars.*

Accordingly, based on aforesaid comments offered by SEBI, the company is hereby advised:

- To provide additional information (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble High Court.

However, the listing of equity shares of Camson Seeds Limited on the BSE Limited, shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No .CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013. Further, Camson Seeds Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Camson Seeds Limited is at the discretion of the Exchange. In addition to the above, the listing of Camson Seeds Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Camson Seeds Limited and its group companies in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all the information about Camson Seeds Limited in line with the details required as per the aforesaid SEBI circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about Camson Seeds Limited to BSE on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
  - i) The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
  - ii) "There shall be no change in the shareholding pattern in Camson Seeds Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of arrangement.

Further pursuant to the above SEBI circulars upon sanction of the Scheme by the Hon'ble High Court, the listed company shall submit to the stock exchange the following:

- a. Copy of the High Court approved Scheme;
- b. Result of voting by shareholders for approving the Scheme;
- c. Statement explaining changes, if any, and reasons for such changes carried out in the Approved Scheme vis-à-vis the Draft Scheme;
- d. Status of compliance with the Observation Letter/s of the stock exchanges;
- e. The application seeking exemption from Rule 19(2)(b) of SCRR, 1957, wherever applicable; and
- f. Complaints Report as per Annexure II of this Circular.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements

Yours faithfully,

  
Nitin Pujari  
Manager

  
Lalit Phatak  
Asst. Manager