



**CORPORATE
GOVERNANCE REPORT**

**CORPORATE GOVERNANCE REPORT****Company's Philosophy on Code of Corporate Governance**

Camson believes that Corporate Governance is about commitment to values and ethical business conduct. Your Company has fulfilled all the existing guidelines under Listing Regulations, 2015.

BOARD OF DIRECTORS:**Composition, Category of Directors and their other directorship**

The Board comprises of Executive and Non-Executive Directors, who are persons of vast and varied experience and with professional background and experience in Business, Industry, Finance and Law. The Board of Directors of the Company is headed by an Executive Director.

As at the financial year ending 31st March, 2016, the Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors including a Woman Director and not less than fifty percent (50%) of the Board of Directors comprises Non-Executive Directors and is in conformity with the provisions of the Companies Act, 2013 and the Listing Regulations, 2015.

All the Independent Directors of the Company are in compliance with Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The Board comprises of one (1) Executive Director and Six (6) Non-Executive Directors.

| Sl. No. | Name of the Director | Category of Directorship | No. of Directorships in other Public and Private Limited Companies | No. of Committees (other than the Company) as Chairman / Chairperson / Member |
|---------|-------------------------------|-----------------------------------|--|---|
| 1 | Mr. Veerendra Kumar Singh* | Executive Director | 1 | Nil |
| 2 | Mr. Akbal Narayan Singh | Non-Executive and Non Independent | Nil | Nil |
| 3 | Dr. Anurudh Kumar Singh | Non-Executive and Independent | 1 | 2 |
| 4 | Mrs. Gangwani Reeta Satish | Non-Executive and Independent | 1 | 1 |
| 5 | Mr. Sunil Puri** | Non-Executive and Independent | Nil | Nil |
| 6 | Mr. Peter Joseph Kennedy*** | Non-Executive Director | Nil | Nil |
| 7 | Mr. Yong Teck Seong Daniel*** | Non-Executive Director | Nil | Nil |



1. Mr. Anil Rajendra Nath resigned as an Independent Director w.e.f. 29th January, 2016
2. Mr. Gulshan Kumar Khanna resigned as an Independent Director w.e.f. 26th February, 2016
3. Mr. Santosh Ramkrishna Nair resigned as the CEO and Whole-time Director w.e.f. 31st March, 2016
4. Mr. Krishnaswamy Ramaswamy resigned as an Independent Director w.e.f. 12th April, 2016
5. Mr. B. C. Madappa resigned as an Independent Director w.e.f. 11th April, 2016
6. Mr. Dharendra Kumar reigned as Chairman, Managing Director and Director w.e.f. 19th April, 2016
7. Mr. Sachin Gupta was appointed as an Additional Director and Managing Director on 19th April, 2016 and subsequently resigned from the office of Managing Director and his designation was changed from Executive to Non-Executive Director on 30th May, 2016. On 8th August, 2016, he resigned from the office of Director of the Company.
* Appointed as the Managing Director on 30th May, 2016
** Appointed as an Additional, Non-executive Independent Director on 19th April, 2016
*** Appointed as the Additional, Non-Executive Directors on 2nd September, 2016

NOTE: The above details are in respect of their directorships only in Indian Companies and Committee membership in only Audit Committee and Stakeholders' Relationship Committee.

(b) Number of Board Meetings

During the year ended 31st March, 2016, Six (6) Board Meetings were held on 19th May, 2015, 12th August, 2015, 10th September, 2015, 21st October 2015, 14th November, 2015 and 10th February 2016. The attendance record of the Directors is given hereunder:

| Sl. No. | Name of the Director | Board Meetings Attended During the Year | Whether Attended Last AGM |
|---------|-----------------------------|---|---------------------------|
| 1 | Mr. Dharendra Kumar | 6 | Yes |
| 2 | Mr. A. N. Singh | 2 | Yes |
| 3 | Mr. Veerendra Kumar Singh | 5 | Yes |
| 4 | Mr. Krishnaswamy Ramaswamy | 4 | Yes |
| 5 | Mr. B. C. Madappa | 5 | Yes |
| 6 | Dr. Anurudh Kumar Singh | 4 | Yes |
| 7 | Mr. Gulshan Kumar Khanna | 4 | Yes |
| 8 | Ms. Reeta Gangwani | 3 | Yes |
| 9 | Mr. Anil Rajendra Nath | 1 | Yes* |
| 10 | Mr. Santosh Ramkrishna Nair | 3 | Yes |

*Attended the meeting as an Invitee

COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and



7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and Internal Auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal Auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis.

(ii). Composition and Meetings:

The Audit Committee consists of two Independent Directors and one Executive Director. The Committee met Five (5) times during the year under review on 19th May, 2015, 12th August 2015, 21st October 2015, 14th November 2015 and 10th February 2016. Details of meetings attended by each member are furnished hereunder:



| Sl. No. | Name of the Member | No. of Meetings held during the year under review | Number of Meetings Attended |
|---------|---------------------------|---|-----------------------------|
| 1 | Mr. B. C. Madappa* | 5 | 4 |
| 2 | Dr. Anurudh Kumar Singh | 5 | 4 |
| 3 | Mr. Veerendra Kumar Singh | 5 | 4 |

*Ceased to be a member due to resignation w.e.f. 11th April, 2016

The Audit Committee constituted by the Company comprises at present the following Directors.

| | | |
|---|---------------------------|-------------------------------|
| 1 | Mrs. Reeta Gangwani | Non-Executive and Independent |
| 2 | Dr. Anurudh Kumar Singh | Non-Executive and Independent |
| 3 | Mr. Veerendra Kumar Singh | Executive Director |

(B) Nomination and Remuneration Committee

The Committee has formulated criteria for the appointment of Independent Directors and criteria for making payments to Executive and Non-Executive Directors.

Composition:

The Committee comprises of 2 Independent Directors and 1 Non Executive Director. The Committee met twice during the year under review on 19th May, 2015 and 26th June, 2015. The details of the same are as under:

| Sl. No. | Name of the Member | No. of Meetings held during the year under review | Number of Meetings Attended |
|---------|----------------------------------|---|-----------------------------|
| 1 | Dr. Anurudh Kumar Singh | 2 | 2 |
| 2 | Mr. Akbal Narayan Singh | 2 | 2 |
| 3 | Mr. Krishnaswamy Ramaswamy Iyer* | 2 | 1 |

*Ceased to be a member due to resignation w.e.f 12th April, 2016.



The Committee constituted by the Company comprises at present the following Directors:

| | | |
|---|-------------------------|-------------------------------|
| 1 | Mr. Sunil Puri | Non-Executive and Independent |
| 2 | Dr. Anurudh Kumar Singh | Non-Executive and Independent |
| 3 | Mr. Akbal Narayan Singh | Non-Executive Director |

Keeping in view the provisions of Section 178 of the Act and the provisions of the SEBI (LODR) Regulations, 2015 the terms of reference of the NRC include the following.

- a. Assist the Board of Directors of the Company to:
 - i. determine, review and propose compensation principles and Policy of the Company
 - ii. Assess and review compensation plans recommended by the management;
 - iii. Recommend the compensation packages of the Company's Executive Directors.
- b. Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every Director's performance.
- c. Approve and recommend matters relating to compensation by way of salary, perquisites, benefits, etc., to the Managing/ Whole Time/ Executive Directors of the Company.
- d. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a Policy, relating to the remuneration for the Directors including Independent Directors, key managerial personnel and other employees.

The Policy shall, inter alia, cover termination payments to the Executive Committee members and other Senior Executives and oversight of the same by the Committee.

The Remuneration Policy shall set guidelines for the Executive Committee/ Managing Director to approve remuneration to the Managing Committee members and their direct reports and other executives.

e. Review and recommend to the Board of Directors for approval of any mandatory disclosures of the Management compensation.

f. Review and reassess the adequacy of the charter and perform annual self-evaluation of the performance of the Committee.



g. Carry out any other acts and deeds as may be delegated by the Board of Directors and deal with such other matters as may be prescribed under the Act, the SEBI LODR Regulations and other statutory enactments.

h. Provide guidance to the Human Resources Department to set up Policy and procedure for succession planning of Key Managerial Personnel and other senior management of the Company.

i. Approve any share incentive or other plans for the employees of the Company.

DETAILS OF REMUNERATION

(a). Executive Directors

The details of remuneration for the year ended 31st March, 2016 are as follows:

| Sl. No. | Name Of The Director | Designation | Remuneration (in Rs) |
|----------------|-----------------------------|--------------------|-----------------------------|
| 1 | Mr. Dharendra Kumar | Managing Director | 84,16,500 |

(b). Non Executive Directors

The Company has paid sitting fee of Rs. 20,000/- per meeting to Non Executive Directors. The sitting fee paid (including conveyance) for the Financial Year 2015-16 is Rs. 4,12,460/- (inclusive of Service tax and TDS).

It was proposed by the Board of Directors to pay the following professional charges of Rs. 18,00,000/- (Rupees Eighteen Lakh only) plus service tax to Mr. Veerendra Kumar Singh, Non-Executive Director of the Company and a Technocrat in the field of the business of the Company, for availing technical professional services from him in respect of the design, development, implementation, rectification and erection of factory project of the Company in the financial year 2015-16.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMU-NERATION

The Nomination and Remuneration Committee has adopted a Policy which, inter alia, deals with the manner of selection of Board of Directors and their remuneration.



Criteria of selection of Non Executive Directors

The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, banking, agriculture, law, governance and general management.

In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Nomination and Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The N&R Committee shall consider the following attributes / criteria, while recommending to the Board the candidature for appointment as Director:

- | Qualification, expertise and experience of the Directors in their respective fields
- | Personal, Professional or business standing
- | Diversity of the Board

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level in Board Meetings / Committee Meetings.

No securities/ convertible instruments were issued or allotted to any of the Non- Executive Directors during the financial year.

Criteria of making payments to Non executive Directors

The Policy adopted by Nomination and Remuneration Committee allows payments to Non Executive Directors in such a way to attract motivate and retain Directors of quality and ability. The Policy determining criteria for making payments to Non Executive Directors is uploaded in Company's website under the following link:

http://www.camsonbiotechnologies.com/pdf/Criteria_for_making_payment_to_NEDs.pdf

Particulars of Equity Shares of the Company held by Directors as on 31st March, 2016:

| Sl. No. | Name Of The Director | Number of Shares held |
|---------|---------------------------|-----------------------|
| 1 | Mr. Dharendra Kumar | 1944680 |
| 2 | Mr. Veerendra Kumar Singh | 110000 |
| 3 | Mr. Akbal Narayan Singh | 118500 |

**(C). Stakeholders' Relationship Committee**

The composition of the Committee is given hereunder. There was no requirement of conducting the said Committee Meeting

| Sl. No. | Name Of The Member | Designation |
|---------|---------------------------|--------------------------------|
| 1 | Mr. Gulshan Kumar Khanna* | Chairman, Independent Director |
| 2 | Mr. Veerendra Kumar Singh | Member, Non-Executive Director |
| 3 | Mr. Dharendra Kumar** | Member, Executive Director |

*Ceased to be a member due to resignation w.e.f. 26th February, 2016

**Ceased to be a member due to resignation w.e.f. 19th April, 2016

The Committee constituted by the Company comprises at present the following Directors.

| | | |
|---|----------------------------|-------------------------------|
| 1 | Mrs. Reeta Satish Gangwani | Non-Executive and Independent |
| 2 | Mr. Veerendra Kumar Singh | Executive Director |
| 3 | Mr. Sunil Puri | Non-Executive and Independent |

During the financial year 2015-16, Three (3) complaints were received from Shareholders. The complaint was resolved to the satisfaction of the complainant. The Company obtains Investor complaints status on Quarterly basis from Registrar and Share Transfer Agent. Details of such complaints are as follows:

| Sl. No. | Complaints relating to | No. of Complaints received | No. of Complaints resolved |
|---------|---|----------------------------|----------------------------|
| 1 | Non-receipt of refund order / allotment letter | Nil | Nil |
| 2 | Non-receipt of Dividend/Interest on Shares/ Debentures/ Fixed Deposits/maturity amount on debentures | Nil | Nil |
| 3 | Non-receipt of share certificates | Nil | Nil |
| 4 | Non-receipt of Annual Report/ Rights forms/ Bonus shares/ interest on delayed refund/ Dividend and Interest | Nil | Nil |
| 5 | Others | 3 | 3 |
| | Total | 3 | 3 |



Keeping in view the provisions of Section 178 of the Act, and the provisions of the SEBI (LODR) Regulations, the terms of reference of the Stakeholders; Relationship Committee are as follows:

1. To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner.
2. To authorize printing of Share Certificates post authorization from the Board of Directors of the Company;
3. To authorize to maintain, preserve and keep in its safe custody all books and documents relating to the issue of share certificates, including the blank forms of share certificates.
4. To monitor redressal of Stakeholder's complaints/grievances including relating to non-receipt of allotment / refund, transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

(D). CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As required under Section 135 of the Companies Act, 2013, the Company has constituted a CSR Committee on 28th May, 2014 consisting of the following members and the Committee met once during the year under review on 19th May, 2015:

| Sl. No. | Name of the Member | Designation | No. of Meetings held during the year under review | Number of Meetings Attended |
|---------|---------------------------|-----------------------------------|---|-----------------------------|
| 1 | Dr. A. K. Singh | Chairman, Independent Director | 1 | 1 |
| 2 | Mr. Veerendra Kumar Singh | Member, Non Executive Director | 1 | 1 |
| 3 | Mr. Dharendra Kumar | Member, Managing Director | 1 | 1 |

The Committee constituted by the Company comprises at present the following Directors.

| | | |
|---|---------------------------|-------------------------------|
| 1 | Dr. Anurudh Kumar Singh | Non-Executive and Independent |
| 2 | Mr. Veerendra Kumar Singh | Executive Director |
| 3 | Mr. Sunil Puri | Non-Executive and Independent |

(E). FAMILIARIZATION PROGRAMME AND MEETING OF INDEPENDENT DIRECTORS

The Company firmly believes in keeping the interest of its stakeholders at the forefront and thereby puts maximum effort to establish and maintain an effective Corporate Governance practice. The Company also believes that a Board, which is well informed and familiarized with the Company, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholder's expectations.



the Board and its Committees, Board culture, execution and performance of specific duties, engagement with the Board, participation in Board / Committee Meetings etc.

(F). GENERAL MEETINGS

(a) The details of the last three Annual General Meetings (AGMs) held are furnished as under:

| GENERAL SHAREHOLDER INFORMATION: | | |
|--|---|-------------|
| 1. Details of the last Three Annual General Meetings: | | |
| Date | Venue | Time |
| 24.09.2015 | Hotel Bhagini Palace, #210, 1st Main, A Cross, ESI Hospital Road, Domlur, 2nd Stage, Indiranagar, Bangalore – 560 071 | 03.00 p.m |
| 24.09.2014 | Sree Nandhini Palace No 4034, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560 038 | 03.00 p.m |
| 27.09.2013 | Woody's Gayathri Hall, Woodlands Hotel, No. 5, Rajaram Mohan Roy Road, Near Richmond Circle, Bangalore- 560 025 | 03.00 p.m |
| Ensuing Annual General Meeting: | | |
| 22nd Annual General Meeting: 28th September, 2016 | | |
| Venue: | Sree Nandhini Palace No 4034, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560 038 | 03.30 p.m |

(b) The Special Resolutions passed by the Shareholders at the past three AGMs are summarized below:

| AGM Held on | Subject matter of the Special Resolution |
|----------------------|--|
| 27th September, 2013 | (i). Alteration of Capital Clause in Memorandum of Association (ii). Modification of Employee Stock Option Plan – 2012 |
| 24th September, 2014 | (i). Modification of Employee Stock Option Plan – 2012 (ii). Alteration of Articles of Association |
| 24th September, 2015 | (i). Appointment of Mr. B. C. Madappa as an Independent Director (ii). Appointment of Mr. Krishnaswamy Ramaswamy as an Independent Director (iii). Appointment of Mr. Gulshan Kumar Khanna as an Independent Director (iv). Appointment of Dr. Anurudh Kumar Singh as an Independent Director (v). To ratify the Related party transaction with Mr. A. N. Singh for the Leave and License Agreement. |

**(c) Postal Ballot**

No Resolution was passed during the year attracting Postal Ballot and no resolution attracting Postal Ballot is recommended at this Meeting.

Extra Ordinary General Meeting

During the year, one Extra Ordinary General Meeting was held and the details are as follows:

| Date of Extra Ordinary General Meeting | Date of Results | Description | Results |
|--|--------------------|---|---|
| 18th January, 2016 | 20th January, 2016 | Appointment of Statutory Auditors and Ratification of related party transaction | Resolution passed with requisite majority |

(G). SHAREHOLDERS**Means of Communication**

Quarterly / Half yearly / Annual financial results, of the Company, are published in one widely circulated English newspaper (Business Standard) and a Vernacular (Kannada) newspaper "Hosa Diganta". The results are also promptly forwarded to Stock Exchange in which the shares of the Company are listed and traded and simultaneously uploaded on the Company's website- www.camsonbiotechnologies.com. The website also displays all official news releases/Updates issued by the Company, from time to time. The Company has not made any presentations to the Institutional Investors or to the Analysts.

The Equity Shares of the Company are listed on BSE Limited.

The Annual Listing fee for the year has been paid to the concerned Stock Exchange.

The Company has also paid the Annual Custodial fee for the financial year 2015-16 to both the Depositories viz National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). The ISIN numbers allotted to the Company are as under:

| <u>DEPOSITORY</u> | <u>ISIN NO.</u> | <u>Corporate Identification Number (CIN)</u> |
|---|------------------------|---|
| NSDL and CDSL | INE 845 E01012 | L85110KA1993PLC014944 |
| Registrar and Share Transfer Agent | : | Integrated Enterprises (India) Limited |



| | |
|------------------------------|--|
| Date of Book Closure | : 22nd September, 2016 to 28th September, 2016 |
| Financial year | : April 1st to March 31st |
| Scrip Code | : 538858 |
| Scrip Id | : CAMSONBIO |
| Group / Index | : B |
| Dividend payment date | : N.A |

Whistle Blower Policy

In accordance with the requirements of Sections 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the provisions of Listing Regulations, the Company has also established an effective vigil mechanism and has adopted Whistle Blower Policy. During the year under review no individual / employee has denied access to the Audit Committee.

(http://www.camsonbiotechnologies.com/pdf/Whistle_Blower_Policy.pdf).

Related Party Transactions

The Company has formulated a Policy on materiality of related party transactions and also on dealing with Related Party Transactions. Prior approvals of all Related Party Transactions (RPTs) are obtained from the Audit Committee. The Company has already obtained the approval of the Shareholders of all the material RPTs for the financial year 2015-16 at the AGM held on 24th September, 2015 and at EGM held on 18th January, 2016.

The Company follows the following Policy in disclosing the Related Party Transactions to the Audit Committee:

- A statement in summary form of transactions with related parties at arm's length price in the normal course of business.
- All material individual transactions with related parties, which are not in the normal course of business and which are not on an arm's length basis.
- All material financial and commercial transactions relating to senior management where they have personal interest that may have a potential conflict with the interest of the Company at large.

Disclosures

- The related party transactions entered into by the Company during the financial year ended 31st March, 2016, have been disclosed in the Notes to Accounts. The Policy on dealing with related party transactions is disclosed at the following web link: http://www.camsonbiotechnologies.com/pdf/RELATED_PARTY_TRANSACTION_POLICY.pdf



The Company has complied with SEBI (Prevention of Insider Trading) Regulations, 2015. Code of Fair disclosure as required under the said Regulations was adopted and submitted to Stock Exchange and also uploaded on Company's website at

http://www.camsonbiotechnologies.com/pdf/Insider_Trading_policy_and_Code_of_Fair_Disclosure.pdf.

SHARE TRANSFER SYSTEM:

The Company receives the application for the transfer, transmission and transposition at its Registered office at Bangalore or at the office of the Company's Registrar & Share Transfer Agent (RTA), Integrated Enterprises (India) Limited, Bangalore. As the Company's Shares are currently traded in dematerialized form, the transfers are processed and approved in the electronic form by NSDL/CDSL through its Depository Participants. The RTA, whenever required, process the physical transfers and the duly transferred certificates are sent to the respective transferees.

Regular Audits are carried out at the office of the RTA, by an Independent Practising Company Secretary. The requisite certificate/reports, pursuant thereto, are filed with the Stock Exchange.

Shareholders should address their communications to the RTA at their office or at the office of the Company.

Discretionary Requirements

Pursuant to Regulation 27(1) and Part E of Schedule II of SEBI LODR Regulations 2015, Your Company also complied following discretionary requirement.

Chairman of the Board

The Company maintained the Chairman's office at Company's expense and also reimbursed the expenses incurred in performance of his duties till 31st March, 2016. The Company does not have a Chairman but will be appointing soon.

Means of Communication

Quarterly/half yearly/annual financial results are forwarded to the Stock Exchange. The Company's quarterly results are published in English and Kannada Newspapers. The results are uploaded on the Company's website <http://www.camsonbiotechnologies.com/>. Hence, the same are not sent to the shareholders.



Pursuant to the requirements of 'Criteria of Independence' as laid down under Section 149 (6) of the Companies Act, 2013 and SEBI Regulations, 2015, all of the Independent Directors have given declarations that they meet such criteria of Independence.

In order to maintain transparency, your Company maintains an arm's length while dealing with its Independent Directors. No transaction was entered with Independent directors in the year which could have any material pecuniary relationship with them. Apart from sitting fee, no other remuneration was given to any of the Independent Directors

Other requirements of Corporate Governance are as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') are disclosed in the website link:

<http://www.camsonbiotechnologies.com/investor/clause49compliances.htm>

This Corporate Governance Report of the Company for the financial year 2015-16 is in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adoption of the Non-Mandatory Requirements:

- i. Nomination and Remuneration Committee has duly been constituted.
- ii. The Company consistently trains its Board members, on an on-going basis, in the business model of the Company as well as the risk profile of the business parameters of the Company, their responsibilities as Directors, and the best ways to discharge them.
- iii. The Company has a procedure of bringing to the notice of management, any matter/s regarding concerns about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct or ethics Policy.
 - | Independent Directors of the Company have the option and freedom to meet Company Management regularly. They are provided with all information sought by them to perform their duty effectively and efficiently.
 - | Audit Committee has duly been constituted, and its scope and functions has already detailed elsewhere in this report.
 - | Matters referred to Audit Committee, as detailed elsewhere in the report include, inter alia, recommendation to Board, on appointment of Statutory and Internal Auditors.
 - | Reconciliation of Share Capital Audit Report is conducted every financial quarter and placed before the Audit Committee and the Board for review.



The Monthly High / Low closing prices of shares of the Company from 1st April, 2015 to 31st March, 2016 are given below:

| Month | Open price | High Price | Low Price | Close price | No. of Shares | No. of Trades | Total Turnover(Rs.) | *Spread (Rs.) | |
|--------|------------|------------|-----------|-------------|---------------|---------------|---------------------|---------------|--------|
| | | | | | | | | H-L | C-O |
| Apr-15 | 94.30 | 131.85 | 93.90 | 115.25 | 2267124 | 32621 | 271855208 | 37.95 | 20.95 |
| May-15 | 116.00 | 132.50 | 96.60 | 98.60 | 1607499 | 21162 | 186401415 | 35.90 | -17.40 |
| Jun-15 | 98.70 | 109.00 | 81.00 | 97.70 | 756435 | 6249 | 71954339 | 28.00 | -1.00 |
| Jul-15 | 98.70 | 109.40 | 92.00 | 107.10 | 1524829 | 8516 | 153879619 | 17.40 | 8.40 |
| Aug-15 | 108.00 | 110.00 | 63.00 | 72.20 | 2678264 | 12584 | 231902888 | 47.00 | -35.80 |
| Sep-15 | 68.80 | 95.00 | 57.45 | 63.40 | 1020930 | 6383 | 79095095 | 37.55 | -5.40 |
| Oct-15 | 66.00 | 66.00 | 53.00 | 53.25 | 1000181 | 4568 | 59174315 | 13.00 | -12.75 |
| Nov-15 | 53.30 | 56.00 | 36.10 | 41.70 | 869311 | 5095 | 39231598 | 19.90 | -11.60 |
| Dec-15 | 41.30 | 46.95 | 38.20 | 42.25 | 1029024 | 4271 | 44212914 | 8.75 | 0.95 |
| Jan-16 | 41.00 | 63.50 | 41.00 | 46.15 | 2503055 | 10482 | 135043546 | 22.50 | 5.15 |
| Feb-16 | 46.00 | 46.65 | 31.20 | 33.10 | 710528 | 2786 | 26485321 | 15.45 | -12.90 |
| Mar-16 | 34.35 | 38.30 | 30.00 | 35.10 | 863523 | 3267 | 28738661 | 8.30 | 0.75 |

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2016 (PHYSICAL)

| Category | | No. of Shareholders | % | No. of shares held | % |
|-----------------|-------|---------------------|---------------|--------------------|---------------|
| | | | (Percentage) | | (Percentage) |
| Up to 500 | | 1643 | 92.62 | 275715 | 4.33 |
| 501 | 1000 | 66 | 3.72 | 48200 | 0.76 |
| 1001 | 2000 | 23 | 1.30 | 34800 | 0.55 |
| 2001 | 3000 | 31 | 1.75 | 77600 | 1.22 |
| 3001 | 4000 | 1 | 0.06 | 3200 | 0.05 |
| 4001 | 5000 | 3 | 0.17 | 15000 | 0.24 |
| 5001 | 10000 | 6 | 0.34 | 40534 | 0.64 |
| 10001 and Above | | 1 | 0.06 | 5869840 | 92.22 |
| TOTAL | | 1807 | 100.00 | 6377998 | 100.00 |

DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2016 (ELECTRONIC)

| CATEGORY | | No. of Shareholders | % | No. of Shares held | % |
|-----------------|-------|---------------------|---------------|--------------------|---------------|
| | | | (Percentage) | | (Percentage) |
| Up to 500 | | 7716 | 76.81 | 1275166 | 5.40 |
| 501 | 1000 | 1017 | 10.12 | 857821 | 3.63 |
| 1001 | 2000 | 543 | 5.41 | 833873 | 3.53 |
| 2001 | 3000 | 192 | 1.91 | 502836 | 2.13 |
| 3001 | 4000 | 106 | 1.06 | 385367 | 1.63 |
| 4001 | 5000 | 103 | 1.03 | 489274 | 2.07 |
| 5001 | 10000 | 162 | 1.61 | 1182342 | 5.00 |
| 10001 and Above | | 206 | 2.05 | 18108272 | 76.62 |
| TOTAL | | 10045 | 100.00 | 23634951 | 100.00 |



DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2016 (PHYSICAL & ELECTRONIC)

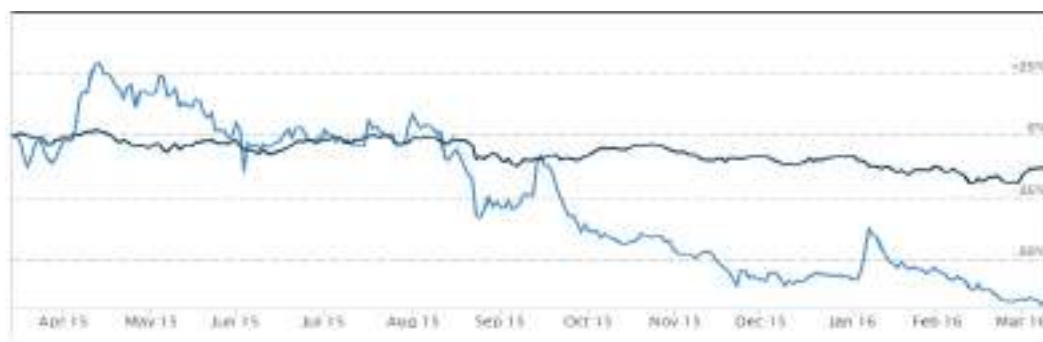
| CATEGORY | | No. of Shareholders | % | No. of Shares held | % |
|-----------------|-------|---------------------|---------------|--------------------|---------------|
| | | | (Percentage) | | (Percentage) |
| Up to 500 | | 9359 | 79.19 | 1550881 | 5.17 |
| 501 | 1000 | 1083 | 9.16 | 906021 | 3.02 |
| 1001 | 2000 | 566 | 4.79 | 868673 | 2.90 |
| 2001 | 3000 | 223 | 1.89 | 580436 | 1.93 |
| 3001 | 4000 | 107 | 0.91 | 388567 | 1.30 |
| 4001 | 5000 | 106 | 0.90 | 504274 | 1.68 |
| 5001 | 10000 | 168 | 1.42 | 1222876 | 4.08 |
| 10001 and Above | | 207 | 1.75 | 23978112 | 79.93 |
| TOTAL | | 11819 | 100.00 | 29999840 | 100.00 |

SHAREHOLDING PATTERN AS ON 31.03.2016

| Category | Total No. of Shares | % of Shareholding |
|-------------------------------------|---------------------|-------------------|
| Promoters/Persons acting in concert | 7338600 | 24.46 |
| Banks, FIs, Insurance Cos, etc | 4950 | 0.02 |
| Private Corporate Bodies | 3300045 | 11.00 |
| Mutual Funds | 850000 | 2.83 |
| NRIs/OCBs/FIIs | 7076067 | 23.59 |
| Indian Public | 11036977 | 36.79 |
| Others(Clearing Members/Trust) | 393201 | 1.31 |
| Total | 29999840 | 100.00 |

The Company's Equity Shares are compulsorily traded in the electronic form. As on 31st March, 2016, about 2,36,34,951 Equity Shares representing 78.78% have been dematerialized as at 31st March, 2016 and the balance 63,64,889 Shares being representing 21.22% were in Physical form. The Shareholders can hold the shares in demat form either through NSDL or CDSL.

Stock performance Comparison



 **BSE**
 **Camson Bio**

