

**Camson Bio Technologies Limited**  
Registered Office: Sy. 132 Madhure Hobli,  
Madagondanahalli, Doddabalapur, Bangalore-561 203  
CIN: L85110KA1993PLC014944  
Telephone: 080 – 40768900; Fax: 080 – 40768905  
Website: [www.camsonbiotechnologies.com](http://www.camsonbiotechnologies.com)  
E-mail: [info@camsonbiotechnologies.com](mailto:info@camsonbiotechnologies.com)

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**NOTICE**

NOTICE is hereby given that an Extra Ordinary General Meeting of the Company will be held at 04.00 P.M. on Monday, 18<sup>th</sup> January, 2016 at the Corporate Office of the Company at C-7, 7th Floor, Corporate Block, Golden Enclave, Old Airport Road, Bangalore-560 017 to transact the following businesses:

**SPECIAL BUSINESS:**

**1. 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), Messrs Deloitte Haskins & Sells, LLP (FRN:117366W/W-100018), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the current Auditors namely Messrs B. K. Khare & Co., Chartered Accountants (FRN: 105102W) indicating their inability to continue to hold the office of the Statutory Auditors of the Company, and that the new appointment shall be until the conclusion of the next Annual General Meeting and that they shall conduct the Statutory Audit for the period ending 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E Forms with Registrar of Companies”.

**2. To ratify the Related Party Transaction with Mr. A.N. Singh for the leave and lease agreement**

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

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

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

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

**For & On behalf of Board of Directors**

**Date: 24th December, 2015**  
**Place: Bangalore**

**Dhirendra Kumar**  
**Chairman & Managing Director**  
**DIN: 00301372**

## 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.
2. Explanatory Statement as per Section 102 of the Companies Act, 2013 is attached hereto.
3. All correspondences relating to Change of Address, Transfer and Demat of Shares may be addressed to our Registrar and Share Transfer Agent, Integrated Enterprises (India) 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
4. 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.
5. 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 Enterprises (India) Limited for assistance in this regard.
6. 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 Enterprises (India) 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.
7. 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.
8. 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.
9. 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.
10. The Equity Shares of the Company are available for trading in dematerialized form (electronic form) through depository participants. The Company has entered in to agreements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). ISIN Code No. INE399CO1030. All Shareholders holding Shares in physical form are requested to make use of this facility. Members are requested to open De-mat account with any of the depository participants to enable transactions in electronic mode.

11. The notice of the Extra Ordinary General Meeting 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.
12. To support the 'Green Initiative', the Members who have not registered their e-mail address are requested to register the same with Integrated Enterprises (India) Limited / Depositories.

**Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening an Extra Ordinary General Meeting (EGM) to be held on Monday, 18<sup>th</sup> January, 2016 at C-7, 7th Floor, Corporate Block, Golden Enclave, Old Airport Road, Bangalore-560 017 at 4.00 P.M. 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 January 15<sup>th</sup>, 2016 (9.00 A.M) and ends on January 17<sup>th</sup>, 2016 (5 P.M). During this period Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (record date) of January 11<sup>th</sup>, 2016, 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding Shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
DOB	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.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (x) 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.
- (xi) 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](http://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](mailto: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](mailto: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.
- (xii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 11<sup>th</sup> January, 2016.
- (iii) The Board of Directors has appointed Mr. Vijayakrishna K T, Practising Company Secretary, (Membership No. FCS 1788 & 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 three (3) working days 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 three (3) days from the conclusion of the EGM. 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 three (3) days 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.
- (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.

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

**For & On behalf of Board of Directors**

**Date: 24th December, 2015**  
**Place: Bangalore**

**Dhirendra Kumar**  
**Chairman & Managing Director**  
**DIN: 00301372**

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **Item No. 1:**

At the recently held Annual General Meeting of the Company on 24<sup>th</sup> September, 2015, Messrs B. K. Khare & Co., Chartered Accountants, Bangalore were appointed as Statutory Auditors of the Company. However, they have expressed their inability to undertake the Audit due to their internal reasons.

Based on the recommendation from a Shareholder, it is proposed to appoint Messrs Deloitte Haskins & Sells, LLP (FRN:117366W/W-100018), Chartered Accountants, Bangalore, as Statutory Auditors of the Company until the conclusion of the next Annual General Meeting to fill the casual vacancy caused by the cessation of office of Statutory Auditors i.e. Messrs B. K. Khare & Co, Chartered Accountants, Bangalore.

Messrs Deloitte Haskins & Sells, LLP, Chartered Accountants have indicated that they are eligible to act as the Statutory Auditors.

Based on the recommendation of the Audit Committee, your Board has considered this subject at the Meeting held on 21<sup>st</sup> October, 2015.

The Board of Directors recommends the passing of an Ordinary Resolution contained in Item no. 1 of the accompanying Notice.

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

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

#### **Item No. 2:**

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

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

Your Company is operating primarily in agriculture space requiring agricultural land for its business. In the State of Karnataka Companies cannot own agricultural properties. Hence, the



Company after lot of efforts could arrive it in the arrangement for the land with Mr. A. N. Singh who owns lands. Based on market study, the consideration has arrived at to take the Land on lease basis. Although the Audit Committee has approved the transactions, your Directors thought fit to seek the approval of Shareholders as a matter of abundant caution.

The Board had accordingly placed it in the previous Annual General Meeting of the shareholders which was not passed with requisite majority and hence the Board has decided to place it again for approval of the shareholders as the approval for the said transaction is very much required for the Company in the interest of the stakeholders.

The Audit Committee has reviewed and approved the transaction as mentioned in the resolution set out at Item No. 2 of the Notice.

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

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

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

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

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

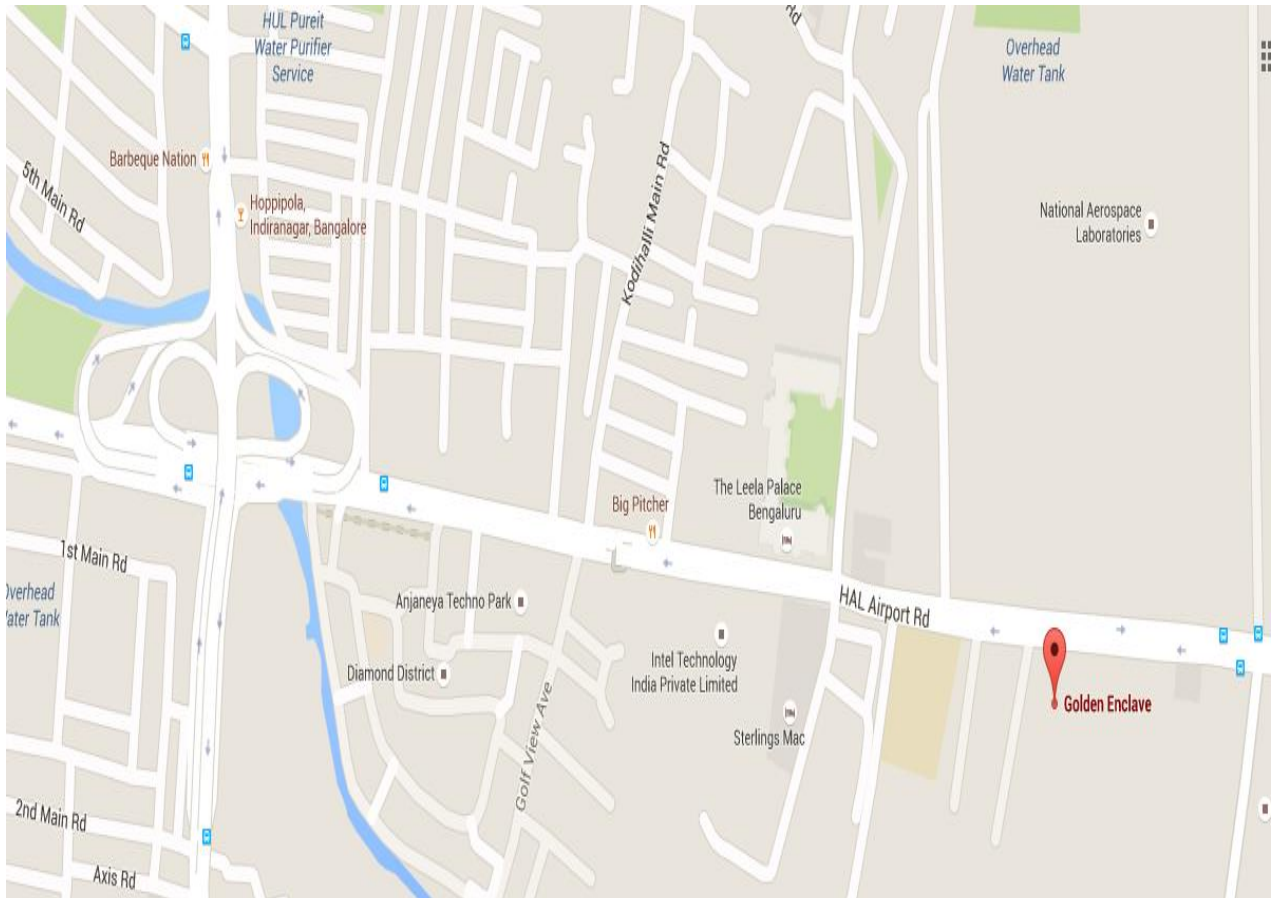
The Board recommends the Ordinary Resolution set out at Item No. 2 of the notice for approval by the members.


**For & On behalf of Board of Directors**

**Date: 24th December, 2015**  
**Place: Bangalore**

**Dhirendra Kumar**  
**Chairman & Managing Director**  
**DIN: 00301372**

**ROUTE MAP for the Venue of Meeting:**



 Golden Enclave  
HAL Airport Rd  
Murugeshpalya  
Bengaluru, Karnataka 560017

**Route Map Link:**

<https://www.google.co.in/maps/place/Golden+Enclave,+HAL+Airport+Rd,+Murugeshpalya,+Bengaluru,+Karnataka+560017/@12.9595431,77.6471638,16.75z/data=!4m2!3m1!1s0x3bae1407dc07533d:0xbba8c2b394220f8d>

**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L85110KA1993PLC014944

Name of the Company: Camson Bio Technologies Limited

Registered office: Sy. 133, 132, 125, 130, 84, Madhure Hobli,  
Madagondanahalli, Dodabalapur-561 203, Karnataka

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

3. Name: .....  
Address:  
E-mail Id:  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra Ordinary General Meeting of the Company, to be held at 04.00 P.M. on Monday, 18<sup>th</sup> January, 2016 at the Corporate Office of the Company at C-7, 7th Floor, Corporate Block, Golden Enclave, Old Airport Road, Bangalore-560 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Appointment of Statutory Auditors to fill casual vacancy.
2. To ratify the Related Party Transaction with Mr. A.N. Singh for the leave and license agreement

Signed this..... day of..... 2015

AFFIX REVNUE STAMP
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Signature of shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**Camson Bio Technologies Limited**

Registered Office: Sy. 132 Madhure Hobli,  
Madagondanahalli, Doddabalapur, Bangalore-561 203

CIN: L85110KA1993PLC014944

Telephone: 080 – 40768900; Fax: 080 – 40768905

Website: [www.camsonbiotechnologies.com](http://www.camsonbiotechnologies.com)

E-mail: [info@camsonbiotechnologies.com](mailto:info@camsonbiotechnologies.com)

**Form No. MGT-12**

**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)I of the Companies  
(Management and Administration) Rules, 2014]

Name of the Company: Camson Bio Technologies Limited Registered office: Sy. 132 Madhure Hobli, Madagondanahalli, Doddabalapur, Bangalore-561 203				
<b>BALLOT PAPER</b>				
Sl. No	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No.(*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
I hereby exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
<b>SPECIAL BUSINESS</b>				
1	Appointment of Statutory Auditors to fill casual vacancy			
2	To ratify the Related Party Transaction with Mr. A.N. Singh for the leave and license agreement			
Place: Date:				
(Signature of the shareholder)		(Signature of the Scrutinizer)		

**Camson Bio Technologies Limited**

Registered Office: Sy. 132 Madhure Hobli,  
Madagondanahalli, Doddabalapur, Bangalore-561 203

CIN: L85110KA1993PLC014944

Telephone: 080 – 40768900; Fax: 080 – 40768905

Website: [www.camsonbiotechnologies.com](http://www.camsonbiotechnologies.com)

E-mail: [info@camsonbiotechnologies.com](mailto:info@camsonbiotechnologies.com)

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**ATTENDANCE SLIP**

(To be handed over on the registered counter at the entrance of the meeting venue)

Extra Ordinary General Meeting on Monday, 18<sup>th</sup> January, 2016

Registered Folio No./DP ID/Client ID:	
Full Name and Registered Address of the Member (Block Letters)	
Name of the proxy:	
No. of Equity Shares held:	

I/We hereby record my/our presence at an Extra Ordinary General Meeting of the Company held at 04.00 P.M. on Monday, 18<sup>th</sup> January, 2016 at C-7, 7th Floor, Corporate Block, Golden Enclave, Old Airport Road, Bangalore-560 017.

\_\_\_\_\_  
Member's/Proxy's Signature