



**CAMSON**

# CAMSON SEEDS LIMITED

24<sup>th</sup> 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 4<sup>th</sup> Annual General Meeting of the Company to be held on 19<sup>th</sup> September, 2017 at 03.00 P.M. at Sree Nandhana Palace No 4034, 100 Feet Road, HAL 2<sup>nd</sup> 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 13<sup>th</sup> September, 2017 to 19<sup>th</sup> 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 Seeds Limited**

**Honey Sharma**  
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

**CIN: U01200KA2013PLC069985**

**Regd.Off :** Sy No. 75 & 129, Madagondanahalli Village, Madhure hobli,  
Doddaballapur, Bangalore - 561203. Ph : 080 - 25276989.

Email: [info@camsonseeds.com](mailto:info@camsonseeds.com), website : [www.camsonseeds.com](http://www.camsonseeds.com).



# NOTICE



## **NOTICE**

**NOTICE is hereby given that the 4<sup>th</sup> Annual General Meeting of the members of Camson Seeds Limited will be held on Tuesday, 19<sup>th</sup> September, 2017, at 03.00 p.m. at Sree Nandhana Palace No. 4034, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560 038, to transact the following business:**

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2017, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report thereon and the Board's Report including Secretarial Audit Report.
2. To appoint a Director in place of Mr. Karan Singh, (holding DIN:00920982), who retires by rotation and being eligible, offers himself for re-appointment.

### **3. Appointment of 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 9<sup>th</sup> 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. Appointment of Mr. Peter Joseph Kennedy as the 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, 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. Peter Joseph Kennedy (holding DIN: 06377043), who was appointed as an Additional Director with effect from 26<sup>th</sup> 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.”

**6. 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 10<sup>th</sup> February, 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.”

**7. 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 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 10<sup>th</sup> February, 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 10<sup>th</sup> February, 2017 up to 9<sup>th</sup> February, 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.”

**8. Appointment of Ms. Tay Geok Lan (DIN: 07727496) as the 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, 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 29<sup>th</sup> 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.”

**9. 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 29<sup>th</sup> 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.”



**10.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 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 to the 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 29<sup>th</sup> 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 29<sup>th</sup> May, 2017 to 28<sup>th</sup> 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.”

**By order of the Board of Directors**

**Date: 9<sup>th</sup> August, 2017**  
**Place: Bangalore**

**Dhirendra Kumar**  
**Chairman and 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.**

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 13<sup>th</sup> September, 2017 to 19<sup>th</sup> 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, 4<sup>th</sup> Cross, Sampige Road, Malleswaram, Bangalore - 560 003, Phone : 080-23460815 to 818, Fax: 080-23460819, E-mail: [irg@integratedindia.in](mailto: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. INE494T01017. 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.
13. The notice of the Annual General Meeting along with the Annual Report 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.
14. 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.
15. 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 4<sup>th</sup> Annual General Meeting to be held on Tuesday, 19<sup>th</sup> September 2017 at Sree Nandhana Palace No 4034, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560 038 at 3.00 PM. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The instructions for E-voting are as under:

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





- (i) The voting period begins on 16<sup>th</sup> September, 2017 (9:00 A.M.) and ends on 18<sup>th</sup> 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 12<sup>th</sup> 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](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                   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <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                   | <p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>   |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <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>   |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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) 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.
- (xx) 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.
- (xxi) 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.
- (xx) 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 12<sup>th</sup> September, 2017.
- (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 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.camsonseeds.com/> and on the website of CDSL within Forty Eight hours (48) of passing of the Resolutions at the AGM.
- (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 am 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**

**Date: 9<sup>th</sup> August, 2017**  
**Place: Bangalore**

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



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

**Item No. 2:**

Brief background of Mr. Karan Singh is furnished below:

|      |   |  |                           |
|------|---|--|---------------------------|
| i.   | Name of the Director  | Mr. Karan Singh  |                           |
| ii.  | Date of Birth   | 05/04/1986   |                           |
| iii. | Qualification   | Graduate in Business Management and has Masters in Management, specialized in Entrepreneurship and Business Excellence from the University of Warwick, United Kingdom.       |                           |
| iv.  | Experience  | He has over 6 years of experience in Agriculture related business and involved in the Research & Development of various Novel Biocides with Camson Bio Technologies Limited. |                           |
| v.   | Shareholding in Camson Seeds Limited as on 31 <sup>st</sup> March, 2017 | 8,50,000   |                           |
| vi.  | Interest in Companies and nature of Interest:                           |  |                           |
|      | <b>Sl. No.</b>  | <b>Name of the Company/Firms</b>   | <b>Nature of Interest</b> |
|      | 1.  | Camson Agro Products Private Limited   | Director                  |

**Item Nos. 3 and 4:**

The Board of Directors of the Company at its Meeting held on 29<sup>th</sup> July 2017 appointed Messrs. YCRJ & Associates (FRN: 006927S), 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 4<sup>th</sup> Annual General Meeting upto the conclusion of 9<sup>th</sup> Annual General Meeting for a period of 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 Resolutions 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 Resolutions.

**Item Nos. 5 and 8:**

The Board of Directors at its Meetings held on 26<sup>th</sup> October, 2016 and 29<sup>th</sup> May, 2017 appointed Mr. Peter Joseph Kennedy and Ms. Tay Geok Lan respectively, as Additional Directors 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, 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 Mr. Peter Joseph Kennedy and Ms. Tay Geok Lan as the Non-Executive Directors of the Company.

Further, they have confirmed that 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 the 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 Directors of the Company.

Other than the said Directors and their relatives whose appointments are proposed, none of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the proposed Resolutions as set out in Item Nos. 5 and 8 of this Notice.

The Board recommends the Ordinary Resolutions set out in Item Nos. 5 and 8 of the Notice for approval by the Shareholders.

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 Directors are given below:

|      |   |  |
|------|---|--|
| i.   | Name of the Director  | Mr. Peter Joseph Kennedy   |
| ii.  | Date of Birth   | 22/08/1965   |
| iii. | Qualification   | He holds an MBA and BA from the Hagan School of Business, Iona College.  |
| iv.  | Experience  | He was a highly ranked senior research analyst at Morgan Stanley for eight years in New York and London, most recently as Executive Director and head of the telecom and media research team where he led 11 IPOs. He has significant private market transaction experience, closing over 10 early stage investments at Fulcrum and several later stage telecom infrastructure transactions throughout Asia and Europe while at NYNEX. |
| v.   | Shareholding in Camson Seeds Limited as on 31 <sup>st</sup> March, 2017             | NIL  |
| vi.  | Interest in Companies and nature of Interest: (This includes only Indian Companies) |  |
|      | <b>Sl. No.</b>  | <b>Name of the Company/Firms</b>   |
|      |   | <b>Nature of Interest</b>  |
|      | 1.  | Camson Bio Technologies Limited  |
|      |   | Director   |

|      |   |  |
|------|---|--|
| 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 in 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 exercises such as marketing and road shows for placements and IPOs to institutional investors. |
| v.   | Shareholding in Camson Seeds Limited as on 31 <sup>st</sup> March, 2017             | NIL  |
| vi.  | Interest in Companies and nature of Interest: (This includes only Indian Companies) |  |
|      | <b>Sl. No.</b>  | <b>Name of the Company/Firms</b>   |
|      |   | <b>Nature of Interest</b>  |
|      | 1.  | Camson Bio Technologies Limited  |
|      |   | Director   |



**Item Nos. 6, 7, 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 10<sup>th</sup> February, 2017 and 29<sup>th</sup> May, 2017 appointed Mr. Declan Pearse Macfadden and Mr. Manoj Srivastava respectively, as Additional Directors 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 SEBI (LODR) Regulations, 2015, it is proposed to appoint Mr. Declan Pearse Macfadden and Mr. Manoj Srivastava as the Independent Directors of the Company to hold office for 5 (Five) consecutive years from 10<sup>th</sup> February, 2017 up to 9<sup>th</sup> February, 2022 and 29<sup>th</sup> May, 2017 to 28<sup>th</sup> May, 2022 respectively.

Further, they have confirmed that they are not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013 and has given their consent to act as such.

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 Directors of the Company.

The Company has also received declaration from Mr. Declan Pearse Macfadden 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. 6, 7, 9 and 10 of this Notice.

The Board recommends the Ordinary Resolutions set out in Item Nos. 6, 7, 9 and 10 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:



|      |   |  |
|------|---|--|
| i.   | Name of the Director  | Mr. Declan Pearse Macfadden  |
| ii.  | Date of Birth   | 19/04/1954   |
| iii. | Qualification   | He holds M.Sc, Brewing & Malting Science from The University of Birmingham and Executive Program from University of Michigan.  |
| iv.  | 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. |
| v.   | Shareholding in Camson Seeds Limited as on 31 <sup>st</sup> March, 2017             | NIL  |
| vi.  | Interest in Companies and nature of Interest: (This includes only Indian Companies) |  |
|      | <b>Sl. No.</b>  | <b>Name of the Company/Firms</b>   |
|      | 1.  | Camson Bio Technologies Limited  |
|      |   | <b>Nature of Interest</b>  |
|      |   | Director   |

|      |   |   |
|------|---|---|
| i.   | Name of the Director  | Mr. Manoj Srivastava  |
| ii.  | Date of Birth   | 13/10/1956  |
| iii. | Qualification   | He has degrees of B.Sc. (Hons Botany) (From Delhi University); M.Sc Plant Breeding), PAU Ludhiana and Ph.D (Plant Breeding) PAU Ludhiana  |
| iv.  | Experience  | He has 36years 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 Farmer' Rights Authority PPV& FRA, etc. |
| v.   | Shareholding in Camson Seeds Limited as on 31 <sup>st</sup> March, 2017             | NIL   |
| vi.  | Interest in Companies and nature of Interest: (This includes only Indian Companies) |   |
|      | <b>Sl. No.</b>  | <b>Name of the Company/Firms</b>  |
|      | 1.  | Camson Bio Technologies Limited   |
|      |   | <b>Nature of Interest</b>   |
|      |   | Director  |

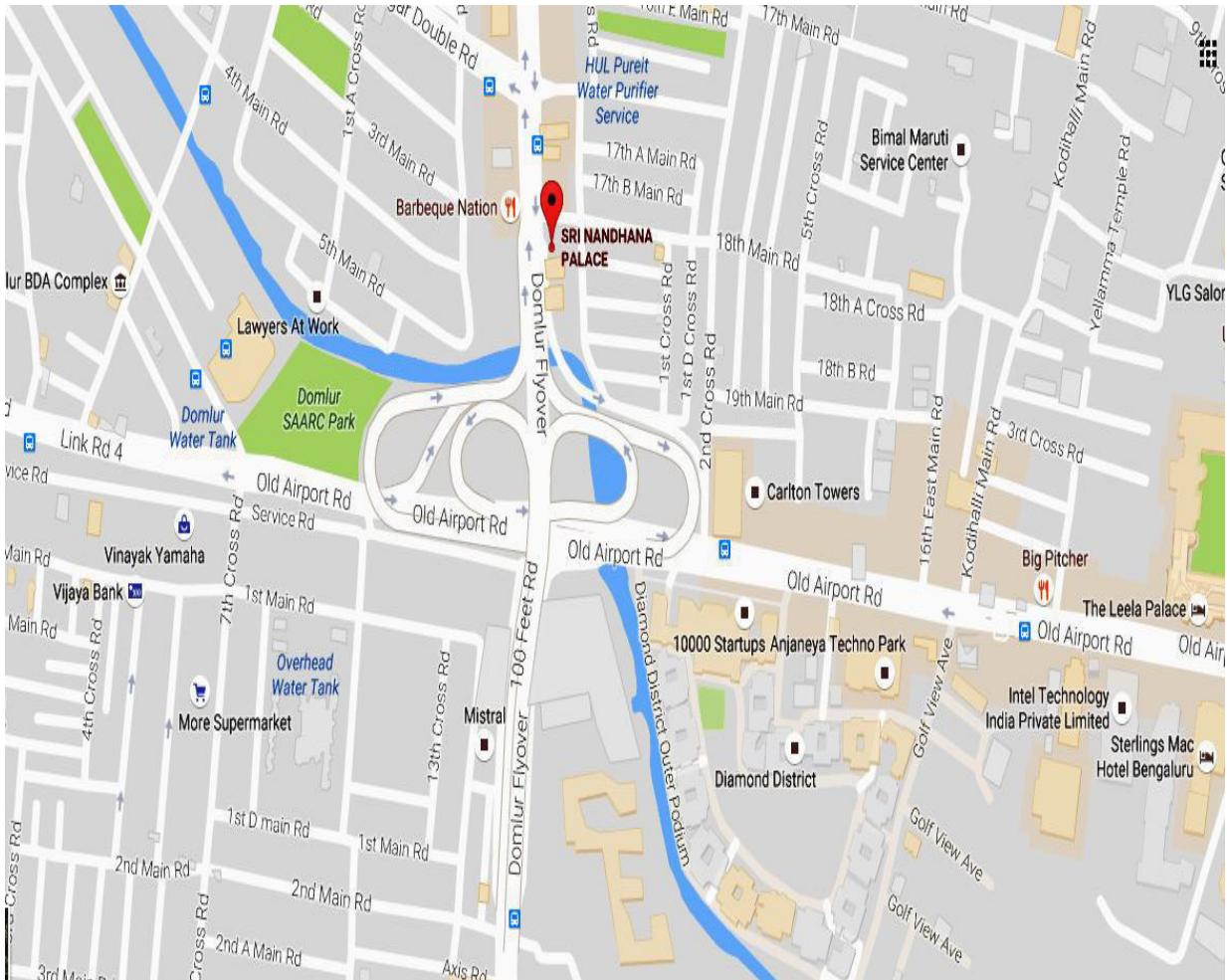
By order of the Board of Directors

Date: 9<sup>th</sup> August, 2017  
Place: Bangalore

Dhirendra Kumar  
Chairman and Managing Director  
DIN: 00301372



## ROUTE MAP VENUE OF ANNUAL GENERAL MEETING



**Sri Nandhana Palace**

<https://www.google.co.in/maps/place/SRI+NANDHANA+PALACE/@12.9605911,77.6425669,17z/data=!4m1!3m1!1s0x3bae141b4a09ec19:0x5d6c689ec9b80df1!2sSRI+NANDHANA+PALACE!3b!8m2!3d12.96240214d77.641863!3m4!1s0x3bae141b4a09ec19:0x5d6c689ec9b80df1!8m2!3d12.96240214d77.641863>