



CAMSON SEEDS LIMITED

Annual Report 2014 - 15



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The Board of Directors

Mr. Dhirendra Kumar	Managing Director
Mr. Santosh Ramkrishna Nair	Director
Dr. Anurudh Kumar Singh	Director

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Registered Office

C-7, 7th Floor, Corporate Block,
55, Golden Enclave, Old Airport Road,
Bangalore-560017
CIN: U01200KA2013PLC069985
[Tel:+91-80-40768900](tel:+91-80-40768900)
Fax:+91-80-40768905

Auditors

G.M. Kapadia & CO.
5-B1, Corporate Block, Golden Enclave,
129/281 – HAL Airport Road,
Bangalore - 560017
[Tel : 080 65461100/01](tel:0806546110001)

Notice

NOTICE

NOTICE is hereby given that the 2nd Annual General Meeting of the shareholders of Camson Seeds Limited will be held on Friday, 14th August, 2015, at 11.30 a.m. at the Registered office of the Company at C7, 7th Floor, Corporate Block, 55, Golden Enclave, Old Airport Road, Bangalore – 560 017, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2015 and the reports of the Directors, and Auditors thereon.
2. To appoint Dr. Anurudh Kumar Singh (DIN: 02539344), who retires by rotation and being eligible, offers himself for reappointment
3. To appoint the statutory auditor and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as 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 underlying rules viz. Companies (Audit and auditors) Rules, 2014 as may be applicable Messrs G.M.Kapadia & Co., Chartered Accountants, Bangalore having Firm Registration No: 104767W, be and are hereby appointed as statutory auditors of the company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting (AGM) of the company subject to ratification of the appointment at every AGM at a remuneration (including term of payment) to be fixed by the board of Directors of the company, plus service tax and such other tax(es), as may be applicable & reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the company.”

SPECIAL BUSINESS:

4. To approve Related Party Transactions and in this regard to consider and if thought fit, to pass with or without modification(s) following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013, consent of the members be and is hereby accorded to the related party transaction by the Company with, Ms. Geeta Singh, wife of the Managing Director of the Company and hence a ‘Related party’ as defined under Section 2(76) of the Companies Act, 2013 as per details below:

Leave & License agreement for the land at the Madagondanahalli Village, MadhureHobli, DoddaballapurTaluk, Bangalore – 561 203 at a compensation of Rs. 1,00,000/-.

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”.

By order of the Board of Directors

Bangalore

Date: 22nd July, 2015

**Dhirendra Kumar
Managing Director
DIN: 00301372**

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and vote instead of him / her and such proxies need not be member of the Company. Proxies, to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and the Share Transfer books of the Company will remain closed from 7th August, 2015 to 14th August, 2015(both days inclusive).
3. All correspondences relating to Change of Address, Transfer and Demat of Shares may be addressed to our registered office address at C7, 7th floor, Corporate Block, Golden Enclave, Old Airport Road, Bangalore- 560 017, Phone : 080- 40768900, E-mail: info@camsonbiotechnologies.com
4. In case of joint holders attending the meeting, the Member whose name appears first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. 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.
6. 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.
7. As regards to the re-appointment of Dr. Anurudh Kumar Singh referred to in item No.2 of the notice, the following necessary disclosures are made for the information of the Shareholders:

1.	Name of the Director	Dr. Anurudh Kumar Singh
2.	Date of Birth	July 12,1946
3.	Qualification	has more than 30 years of experience in Plant genetics and breeding. He worked as a National Gene bank curator and Head of the Germplasm conservation division at National Bureau of Plant Genetic resources

		(Indian Council of Agricultural Research). His Research Articles were published in reputed National and International Journals. He holds a M.Sc. degree in Plant Pathology and a Ph.D. in Plant Breeding
4.	Shareholding in Camson Seeds Limited as on March 31, 2015	NIL
5.	Interest in other Companies and nature of Interest:	
Sl. No.	Name of Company/Firms	Nature of Interest
1.	Camson Bio Technologies Limited	Director

By order of the Board of Directors

Bangalore
Date: 22nd July, 2015

Dhirendra Kumar
Managing Director
DIN: 00301372

**Explanatory Statement in respect of the Special Business
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 4

Ms. Geeta Singh is a "Related Party" as per the definition under Section 2(76) of the Companies Act, 2013.

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 Ms. Geeta Singh and Mr. Dharendra Kumar is concerned or interested, financial or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution for approval by the members.

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein above with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders by way of a Resolution must be obtained.

The Board recommends one Ordinary Resolution for the approval of the Members who are not related party(s). Directors, key managerial personnel of the Company or their relatives as mentioned as related parties above, may be deemed to be interested or concerned in the Resolution.

By order of the Board of Directors

Bangalore
Date: 22nd July, 2015

Dhirendra Kumar
Managing Director
DIN: 00301372

Board's Report

BOARD'S REPORT**To the Members,**

The Directors have pleasure in presenting before you the 2nd Annual Report of the Company together with the Audited Financial Statements of Camson Seeds Limited for the year ended 31st March, 2015.

1) FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

Performance Review:

(Amount in Rs)

Particulars	2014-2015	2013-14
Gross Income	-	-
Profit Before Interest and Depreciation	-	-
Finance Charges	-	-
Gross Profit	-	-
Provision for Depreciation	-	-
Net Profit Before Tax	(1,02,878)	(17,646)
Provision for Tax	-	-
Net Profit After Tax	(1,02,878)	(17,646)
Balance of Profit brought forward	(17,646)	-
Balance available for appropriation	-	-
Proposed Dividend on Equity Shares	-	-
Tax on Proposed Dividend	-	-
Surplus carried for Balance Sheet	(1,20,524)	(17,646)

State of Company's Affairs and Future Outlook**GENERAL INFORMATION ABOUT THE COMPANY:**

Camson Seeds Limited has been incorporated under the Companies Act, 1956 on July 4, 2013. It is engaged in the business of production, cultivation, processing or otherwise creation and supply of quality seeds for enhancing agriculture, floriculture, forestry, horticulture productivity and animal husbandry.

PERFORMANCE AND FUTURE PROSPECTS

In order to strengthen and sustain the long term growth, profitability, market share, customer service and face the competitive regulatory environment, risk and policies the seeds division of Camson Bio Technologies Limited has been transferred to Camson Seeds Limited. The division and segregation of the Seeds business would attract possible fund raising opportunities/avenues from prospective investors

2) EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

On 24th September, 2014, the Board of Directors took note of the Scheme of Arrangement and passed necessary resolution to the effect. The Scheme of Arrangement/De-merger was proposed to demerge the seeds business of Camson Bio Technologies Limited with and into Camson Seeds Limited. A meeting of shareholders, secured creditors and unsecured creditors of Camson Bio Technologies Limited was held on 23rd April, 2015 for the purpose of consideration and approval of the Scheme of Arrangement made

between the Camson Bio Technologies Limited and Camson Seeds Limited and No-Objection Letter pursuant to the Scheme of Arrangement was taken on February 9, 2015 of Camson Seeds Limited.

The outcome of the meeting of Camson Bio Technologies Limited and Camson Seeds Limited was filed with the Hon'ble High Court on April 26, 2015 for approving the scheme of Demerger by the High Court of Karnataka.

3) DIVIDEND:

Considering the need for funds to meet the ongoing business and growth demands, your Directors express the inability to recommend any dividend and accordingly plough back the surplus profit into the Company.

4) AMOUNTS TRANSFERRED TO RESERVES:

The Board of the company has not transferred any profits to its reserves.

5) CHANGES IN SHARE CAPITAL, IF ANY:

There were no changes in Capital Structure of the Company during the year.

6) BOARD MEETINGS:

The Meetings of the Board are held at regular intervals with a time gap of not more than 120 days between two consecutive Meetings. Additional Meetings of the Board of Directors are held when necessary. During the year under review 4 (Four) meetings were held on 21st May 2014, 24th September 2014, 13th November 2014, 12th February 2015.

The Agenda of the Meeting is circulated to the Directors in advance. Minutes of the Meetings of the Board of Directors are circulated amongst the Members of the Board for their perusal.

7) DIRECTORS AND KEY MANAGERIAL PERSONNEL:

No.	Name of the person	Designation
1.	Dhirendra Kumar	Managing director
2.	Santosh Ramkrishna Nair	Director
3.	Anurudh Kumar Singh	Director

8) DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

(a) In the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

(b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;