

GENOMIC VALLEY BIOTECH LIMITED

[CIN : L01122HR1994PLC033029]



4 KM Stone, Berri Chhara Road, P.O. Tanda Heri, Tehsil
Bahadurgarh, District Jhajjar, HARYANA, INDIA - 124 507



genomicvalley@gmail.com



www.genomicvalley.com



+91 9811341542



Date: 06th September, 2023

To,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort

Mumbai-400001

Email ID: corp.relations@bseindia.com

Ref: Genomic Valley Biotech Limited (539206/ GVBL)

Sub: Notice of Annual General Meeting and Annual Report for 2022-23

Dear Sir/Madam,

With reference to the above captioned subject and pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 29th Annual General Meeting (29th AGM) of Genomic Valley Biotech Limited ("Company") is scheduled to be held on Saturday, September 30, 2023 at 11.00 A.M. at the Registered Office of the Company at 4 K.M. Stone, Berri Chhara Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507. The Notice for the said Annual General Meeting and Annual Report 2022-23 is enclosed herewith.

Further pursuant to the Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Sunday, 24th September 2023 to Saturday 30th September 2023 (both days inclusive) for the purpose of 29th Annual General Meeting.

Further as per the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided the remote electronic voting (e-voting) facility to the members through electronic voting platform of Central Depository Services Limited (CDSL). Members holding shares either in physical or in dematerialized form as on cut-off date i.e., Saturday, 23rd September, 2023 may cast their votes electronically through remote e- voting facility on the businesses set out in the Notice of Annual General Meeting. The E-voting facility will commence on September 27, 2023 at 9.00 a.m. and ends on September 29, 2023 at 5.00 p.m.

You are kindly requested to take the same on records & acknowledgement.

Thanking you.

Yours sincerely

For **Genomic Valley Biotech Limited**



Anupam Aditya

Company Secretary & Compliance Officer

Encl: A/a

GENOMIC VALLEY BIOTECH LIMITED
Regd. Off: 4 K.M. STONE, BERRI CHHARRA ROAD, P.O. TANDAHERI,
TEHSIL-BAHADURGARH, DISTT-JHAJJAR, HARYANA-124507
CIN: L01122HR1994PLC033029
Tele: +91-9811341542
Email: genomicvalley@gmail.com
Visit: <http://www.genomicvalley.com>

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting (AGM) of the members of Genomic Valley Biotech Limited will be held on Saturday, 30th day of September, 2023 at 11.00 A.M. at the Registered Office of the Company at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507 to transact the following businesses:

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Parul Agrawal (DIN: 01165188) who retires by rotation and eligible offer herself for re-appointment.
3. **Ratification of Appointment of M/S ANDROS & CO. (Firm Reg. No.008976N), Chartered Accountants, Delhi as Statutory Auditors of the Company**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to ratify the appointment of M/S ANDROS & CO. (Firm Reg. No.008976N), Chartered Accountants, Delhi as Statutory Auditors of the Company for the financial year 2023-24 to hold office from the conclusion of 29th Annual General Meeting till the conclusion of the 30th Annual General Meeting at a remuneration as may be decided by the Board.

SPECIAL BUSINESS(ES)

TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTIONS, WHICH WILL BE PROPOSED AS SPECIAL RESOLUTIONS:

4. **REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRAVEEN KUMAR MISHRA AS DIRECTOR:**

“**RESOLVED THAT** pursuant to the provisions of Section 149,150 ,152 read with Schedule IV to the Companies Act,2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 including amendment and statutory modification from time to time and Pursuant to Regulation 17 of SEBI Listing regulation, 2015, and pursuant to the recommendations of the Nomination and Remuneration Committee & Audit Committee, consent of the Members be and is hereby accorded for the appointment of, **Mr. Praveen Kumar Mishra**

(DIN: 09165954) who was appointed as an Additional director (“Independent Category- Non Executive”) of the company with effect from 30th June, 2023 and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from 30th June, 2023, not liable to retire by rotation.

5. REGULARIZATION OF ADDITIONAL DIRECTOR MS. JYOTI BANSAL AS DIRECTOR:

“RESOLVED THAT pursuant to the provisions of Section 149,150 ,152 read with Schedule IV to the Companies Act,2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 including amendment and statutory modification from time to time and Pursuant to Regulation 17 of SEBI Listing regulation, 2015, and pursuant to the recommendations of the Nomination and Remuneration Committee & Audit Committee, consent of the Members be and is hereby accorded for the appointment of, **Ms. Jyoti Bansal (DIN: 08489503)** who was appointed as an Additional director (“Independent Category- Non Executive”) of the company with effect from 30th June, 2023 and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from 30th June, 2023, not liable to retire by rotation.

6. SHIFTING OF REGISTERED OFFICE FROM “4 K. M. STONE, BERRI CHHARRA ROAD, VILLAGE-KHERKA,MUSALMAN, P. O. TANDAHERI, TEHSIL- BAHADURGARH, JHAJJAR, HARYANA- 124507” TO “73 LGF, WORLD TRADE CENTRE, BARAKHAMBHA AVENUE, CONNAUGHT PLACE, CENTRAL DELHI, NEW DELHI-110001” I.E. FROM THE STATE OF HARYANA TO NATIONAL CAPITAL TERRITORY OF DELHI

“RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions of Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force) if any, subject to approval of the Regional Director of the Ministry of Corporate Affairs, Registrar of Companies NCT of Delhi and Haryana, consent of members be and is hereby accorded to shift the Registered Office of the company from “4 K. M. Stone, Berri Chharra Road, Village-Kherka,Musalman, P. O. Tandaheri, Tehsil- Bahadurgarh, Jhajjar, Haryana- 124507” to “73 LGF, World Trade Centre, Barakhamba Avenue, Connaught Place, Central Delhi, New Delhi-110001” i.e. from the State of Haryana to National Capital Territory Of Delhi.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors, be and is hereby authorized to file the certified copy of special resolution, explanatory statement, prescribed various forms, affidavits and documents to the Registrar of Companies and to make application with the Regional Director and to fill all necessary documents for according approval to the shift of the registered office.

7. Alteration in Memorandum of Association:

“RESOLVED THAT pursuant to the Applicable Provisions of Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force) if any, consent of the Members of the company is hereby accorded to alteration of situation Clause II in the Memorandum of Association of the Company read as follows:

II. The Registered office of the company will be situated in “National Capital Territory of Delhi”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors, be and is hereby authorized to file the certified copy of special resolution, explanatory statement, prescribed various forms, affidavits and documents to the Registrar of Companies and to make application with the Regional Director and to fill all necessary documents for according approval to the shift of the registered office.

**For and on behalf of
Genomic Valley Biotech Limited**

sd/-

**Anupam Aditya
Company Secretary & Compliance Officer**

Date: 04.09.2023

Place: Haryana

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the businesses under Item No. 4 to 7 of the accompanying Notice is annexed hereto as Annexure I. The Board of Directors of the Company considered that the special business under Item No. 4 to 7, being considered unavoidable, be transacted at the 29th AGM of the Company.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PER CENT OF THE 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.
4. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
5. A Proxy Form, Attendance Slip, Ballot Form (in lieu of E-Voting at Annual General Meeting) and Route Map are enclosed with the Notice of Annual General Meeting.
6. Corporate Members intending to send their authorized representatives under Section 113 of the Act are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting, together with duly certified signatures of such representatives.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhDass Mandir, New Delhi-110062.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the RTA.
9. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e. from September 24, 2023 to September 30, 2023 both days inclusive.
10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form duly filled in to Beetal Financial & Computer Services Private Limited (RTA) having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062.

11. Members are requested to:
 - a. Intimate to the Company's Registrar and Transfer Agents, Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;
 - b. Intimate to the respective Depository Participant, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in electronic/dematerialised form;
 - c. Quote their folio numbers/Client ID and DP ID in all correspondence;
 - d. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
12. Pursuant to sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 29th Annual General Meeting (AGM) and the Annual Report for the year 2022-23, etc., would be sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company/ Depository Participant and who have not opted to receive the same in physical form.
13. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for the year 2022-23 and the Notice of the 29th AGM would be sent in the permitted mode.
14. Members are requested to support the Green Initiative by registering / updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhDass Mandir, New Delhi-110062. **(In case of Shares held in physical form)**
15. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for financial year 2022-23 will also be available on the Company's website at [www.http://genomicvalley.com/investorrelationpage.htm](http://genomicvalley.com/investorrelationpage.htm) and also on the website of the RTA, Beetal Financial & Computer Services Private Limited at <http://beetalfinancial.com> . Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the shareholders may also send requests to the Company's Email ID : genomicvalley@gmail.com .
16. Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Sunday from 10.00 A.M. to 6.00 P.M., up to and including the date of the Annual General Meeting of the Company.

17. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.

18. Appointment of Director and Shareholding in the Company:

Mrs. Parul Agrawal holds 283700 Equity Shares of Rs.10 each fully paid up in the Company. Brief resume, details of shareholdings, and director inter-se relationship of the director seeking reappointment as required is provided as Annexure II to this notice.

The relevant details, pursuant to Regulation 36(3) and other applicable Regulations and Schedules of the SEBI Listing Regulations and applicable provisions & Sections of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re- appointment at this 29th AGM is annexed as Annexure-II.

19. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

20. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

21. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

22. **E-voting:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administrations) Rules, 2014, the Company is pleased to provide to Members with a facility to exercise their right to vote at the 29th Annual General Meeting by electronic means and the business may be transacted through Electronic Voting (e-voting) services provided by Central Depository Services Limited (CDSL).

The Company has appointed Mr. Rohit Batham, Partner of SBR & Co. LLP, Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is

optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 23rd September, 2023 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a ballot paper is annexed. A member desiring to exercise vote by ballot paper shall complete the enclosed ballot paper with assent (for) or dissent (against) and send it to Registered office of the Company so as to reach us on or before 29th September, 2023 by 5.00 P.M. Any ballot paper received after the said date and time shall be treated as if the reply from the Members has not been received. Kindly note that member can opt only one mode of voting i.e., either by ballot paper or through e-voting. If members are opting for e-voting then do not vote by ballot paper or vice versa. However, in case of Members casting their vote both by ballot paper and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

23. Instruction for E-Voting:

23.1 Step 1: In case of individual shareholders holding shares in demat mode: Access through Depositories CDSL/NSDL e-Voting system

Step 2: In case of shareholders holding shares in physical mode and non-individual shareholders in demat mode: Access through CDSL e-Voting system

- a. The e-voting period begins on September 27, 2023 at 9.00 a.m. and ends on September 29, 2023 at 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 September 23, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by

way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. **Step 1:** In case of individual shareholders holding shares in demat mode: Access through Depositories CDSL/NSDL e-Voting system

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for **e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting

	<p>link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with</p>

(holding securities in demat mode) login through their Depository Participants	NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: In case of shareholders holding shares in physical mode and non-individual shareholders in demat mode: Access through CDSL e-Voting system

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.gvbl@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

- e. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday 23rd September, 2023 may follow the same instructions as mentioned above for e-Voting.

- 23.2** In case a Member receives physical copy of the Annual General Meeting Notice by post (for members whose email Ids are not registered with the Company/Depository Participant(s)):
- a. User ID and initial password are provided overleaf.
 - b. Please follow all steps from Note 22.1 above to cast your vote.
- 23.3** Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- 23.4** In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the 'downloads' section of www.evoting.india.com.
- 23.5** The facility for ballot / polling paper shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by e-voting/ ballot paper shall be able to vote at the AGM through ballot / polling paper.
- 23.6** The members who have cast their vote by e-voting may also attend AGM, but shall not be entitled to cast their vote again.
- 23.7** The voting rights of the Members for e-voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on the cut-off date i.e. 23rd September, 2023.
- 23.8** Persons, whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2023 only shall be entitled to avail the facility of e-voting / physical voting.
- 23.9** The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than two (2) days after the conclusion of the AGM to the Chairman of the Company.

The Chairman or any other director authorized by him, shall declare the result if the voting forthwith.

24. The results on resolutions shall be declared forthwith after getting the report of Scrutinizer and the resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
25. The Results declared along with the Consolidated Scrutinizer's Report(s) will be available on the website of the Company (www.genomicvalley.com) and on website of CDSL. The results shall simultaneously be communicated to Stock Exchanges.
26. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**For and on behalf of
Genomic Valley Biotech Limited**

sd/-

Anupam Aditya

Company Secretary & Compliance Officer

Date: 04.09.2023

Place: Haryana

Explanatory Statements

(Pursuant To Section 102 of The Companies Act, 2013)

Item No. 4

Mr. Praveen Kumar Mishra was appointed as an Additional (Independent Director-Non- Executive) with effect from June 30th, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Praveen Kumar Mishra on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 4 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Praveen Kumar Mishra himself, in any way concerned or interested, in the said resolution.

The board recommends the said resolution to be passed as a Special resolution.

Item No. 5

Ms. Jyoti Bansal was appointed as an Additional (Independent Director-Non- Executive) with effect from June 30th, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Ms. Jyoti Bansal on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 4 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Ms. Jyoti Bansal himself, in any way concerned or interested, in the said resolution.

The board recommends the said resolution to be passed as a Special resolution.

Item No. 6

Presently, the Company is having registered office in the State of Haryana. The Company wants to shift the registered office from "4 K. M. Stone, Berri Chharra Road, Village- Kherka, Musalman, P. O. Tandaheri, Tehsil- Bahadurgarh, Jhajjar, Haryana- 124507" to "73 LGF, World Trade Centre, Barakhamba Avenue, Connaught Place, Central Delhi, New Delhi-110001" i.e. from the State of Haryana to National Capital Territory Of Delhi. As per Provision of section 12(5) of the Companies Act, 2013 shifting of registered office of a company from one state to another state requires approval of shareholders by way of Special Resolution.

With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, the consent of board of directors for shifting the registered from "4 K. M. Stone, Berri Chharra Road, Village- Kherka, Musalman, P. O. Tandaheri, Tehsil- Bahadurgarh, Jhajjar, Haryana- 124507" to "73 LGF, World Trade Centre, Barakhamba Avenue, Connaught Place, Central Delhi, New Delhi-110001" i.e. from the State of Haryana to National Capital Territory Of Delhi was passed via Board Resolution dated 4th September, 2023. The proposed location is in other State and therefore requires approval of shareholders by way of special resolution. Also, after passing of the special resolution an application will be made to regional

Director regarding the same. If approved, the registered office will be moved to “National Capital Territory of Delhi”.

None of the Directors or key managerial personnel is concerned or interested in the resolution.

The board recommends the said resolution to be passed as a Special resolution.

Item No. 7

Presently in Clause II of Memorandum of Association of the company states that The Registered Office of the Company will be situated in “**The State of Haryana**” which is to be altered as follows:

The Registered Office of the Company will be situated in the “**National Capital Territory of Delhi**” which requires approval of the shareholders by way of Special Resolution.

The Board of Directors considered and subject to approval of shareholders, the consent of board of directors for alteration in Memorandum of Association of the company was passed via Board Resolution dated 4th September, 2023. The proposed Resolution therefore requires approval of shareholders by way of special resolution.

None of the Directors or key managerial personnel is concerned or interested in the resolution.

The board recommends the said resolution to be passed as a Special resolution.

Annexure II to Notice of Annual General Meeting
PROFILE OF DIRECTORS SEEKING REAPPOINTMENT

Item No. 2 of the Notice of Annual General Meeting

Mrs. Parul Agrawal, Director:

DIN : 01165188

Date of Birth : 01/11/1970

Profile:

Mrs.Parul Agrawal aged about 52 years, is the Director of the Company. She is a B.A. (HONS.) Economics. Mrs. Parul Agrawal is passionate about helping businesses to realize their full potential and let financing not be the bottleneck to their growth.

Experience:

She has vast experience of 29 years in the field of plant Tissue Culture and floriculture.

Other Directorships:

Sl. No.	Name of the Company	Status
1.	Eyoge Technologies Private Limited	Director
2.	Genomic Valley Bharat Private Limited	Director

Membership in Committees of Genomic Valley Biotech Limited:

Sl. No.	Name of the Committee	Status
1.	Audit Committee	Member
2.	Nomination and Remuneration Committee	Member
3.	Stake holder Relationship Committee	Member
4.	Risk Management Committee	Member

Shareholding: Mrs. Parul Agrawal holds 2,83,700 Equity Shares of Rs.10 each fully paid-up in the Company

Directors' inter-se relationship:

Sr. No.	Name of Director	Designation	Relation with Directors
1.	Mrs. Parul Agrawal	Director	Wife of Mr. Yogesh Agrawal, Managing Director of the Company

Item No. 4 & 5 of the Notice of Annual General Meeting

Name of Director	Mr. Praveen Kumar Mishra	Ms. Jyoti Bansal
Reason for Change viz. appointment, resignation, removal, death or otherwise	Mr. Praveen Kumar Mishra has been appointed as an Additional (Non-Executive and Independent) Director of the Company with effect from 30.06.2023 for a term of 5 (five) years, subject to the approval of shareholders.	Ms. Jyoti Bansal has been appointed as an Additional (Non-Executive and Independent) Director of the Company with effect from 30.06.2023 for a term of 5 (five) years, subject to the approval of shareholders.
Age	34 years	31 years
Qualification	MBA in finance from Shankara international school of management. (Jaipur).	Commerce graduate from Delhi University, and Post-Graduation Degree in Business Management from IGNOU, L.L.B. and a fellow member of Institute of Company Secretaries of India (ICSI),
Brief Profile and Experience (including expertise in specific functional area) / Brief Resume	He is having experience of 10+ years in finance and data research.	She is having professional expertise in Corporate Secretarial, Legal Consulting, Corporate Laws, IPR Laws. She is Practicing Company Secretary in Jyoti Bansal & Associates Firm. She possesses more than 5 years in handling Company Secretarial Activities. Also, a Trademark Attorney, she has rich experience in handling Trademark & Copyright related matters.
Terms and Conditions of Appointment / Re-appointment	As per Appointment Letter	As per Appointment Letter
Date of Appointment / Re-appointment & term of Appointment	Date of Appointment: 30.06.2023	Date of Appointment: 30.06.2023
	Term of Appointment: Five years with effect from 30.06.2023	Term of Appointment: Five years with effect from 30.06.2023
Remuneration last drawn as director (including sitting fees, if any) (in Rs.)	Nil	Nil
Remuneration proposed to be paid	As per Appointment Letter	As per Appointment Letter

Date of first appointment on the Board	30/06/2023	30/06/2023
Shareholding in the Company	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Nil	Nil
Number of meetings of the Board attended during the financial year 2022-23 (as director)	Nil	Nil
Directorships of other Boards	Nil	<ol style="list-style-type: none"> 1. MAGNUM VENTURES LIMITED 2. MARDA COMMERCIAL & HOLDINGS LIMITED 3. RENESOLA POWER PRIVATE LIMITED 4. RNSGREEN ENERGY PRIVATE LIMITED 5. AJAY INDUSTRIAL CORPORATION LIMITED 6. BYGGING INDIA LIMITED
Membership / Chairmanship of Committees of other Boards	Nil	<ol style="list-style-type: none"> 1. <u>MAGNUM VENTURES LIMITED:</u> CHAIRMAN: STAKEHOLDER RELATIONSHIP COMMITTEE MEMBER: AUDIT COMMITTEE MEMBER: NOMINATION & REMUNERATION COMMITTEE 2. <u>MARDA COMMERCIAL & HOLDINGS LIMITED:</u> MEMBER: AUDIT COMMITTEE MEMBER: SHAREHOLDERS/INVESTOR GRIEVANCE COMMITTEE MEMBER: NOMINATION & REMUNERATION COMMITTEE
Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority	Mr.Praveen Kumar Mishra is not debarred from the holding the office of director by virtue of any SEBI order or any other such authority.	Ms. Jyoti Bansal is not debarred from the holding the office of director by virtue of any SEBI order or any other such authority.

Skills, capabilities and Area of Expertise	He has Skills, capabilities and Area of Expertise in finance, diversity, Global Business, Leadership, Technology, Mergers & Amalgamations, Board Service & Governance and Sales & Marketing.	She has Skills, capabilities and Area of Expertise in finance, diversity, Global Business, Leadership, Technology, Mergers & Amalgamations, Board Service & Governance and Sales & Marketing.
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GENOMIC VALLEY BIOTECH LIMITED
Regd. Off: 4 KM STONE, BERRI CHHARRA ROAD, P.O. TANDAHERI,
TEHSIL-BAHADURGARH, DISTT-JHAJJAR, HARYANA-124507
CIN: L01122HR1994PLC033029
Tele :- +91-9811341542
Email: genomicvalley@gmail.com
Visit: <http://www.genomicvalley.com>

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	L01122HR1994PLC033029
Name of the company	Genomic Valley Biotech Limited
Registered office	4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Tehsil-Bahadurgarh, District-Jhajjar, Haryana-124507

Name of the Shareholder	
Registered address	
E-mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member (s) of Genomic Valley Biotech Limited holding Equity Shares, 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 the 29th Annual General Meeting of the Company, to be held on Saturday, 30th day of September, 2023 at 11.00 A.M. at the Registered Office of the Company at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Parul Agrawal (DIN: 01165188) who retires by rotation and eligible offer herself for re-appointment.
3. Ratification of Appointment of M/S ANDROS & CO. (Firm Reg. No.008976N), Chartered Accountants, Delhi as Statutory Auditors of the Company

SPECIAL BUSINESS(ES)

4. REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRAVEEN KUMAR MISHRA AS DIRECTOR
5. REGULARIZATION OF ADDITIONAL DIRECTOR MS. JYOTI BANSAL AS DIRECTOR
6. SHIFTING OF REGISTERED OFFICE FROM "4 K. M. STONE, BERRI CHHARRA ROAD, VILLAGE-KHERKA, MUSALMAN, P. O. TANDAHERI, TEHSIL- BAHADURGARH, JHAJJAR, HARYANA- 124507" TO "73 LGF, WORLD TRADE CENTRE, BARAKHAMBA AVENUE, CONNAUGHT PLACE, CENTRAL DELHI, NEW DELHI-110001" I.E. FROM THE STATE OF HARYANA TO NATIONAL CAPITAL TERRITORY OF DELHI
7. Alteration in Memorandum of Association

Signed this..... day of..... 2023.

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.

GENOMIC VALLEY BIOTECH LIMITED
Regd. Off: 4 KM STONE, BERRI CHHARRA ROAD, P.O. TANDAHERI,
TEHSIL-BAHADURGARH, DISTT-JHAJJAR, HARYANA-124507
CIN: L01122HR1994PLC033029
Tele :- +91-9811341542
Email : genomicvalley@gmail.com
Visit : <http://www.genomicvalley.com>

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HANDOVER AT THE ENTRANCE OF ANNUAL GENERAL MEETING VENUE AT 4 K.M. STONE, BERRI CHHARRA ROAD P.O. TANDAHERI, TEH. BAHADURGARH, DIST. JHAJJAR, HARYANA-124507.

Name & Address of the Shareholder

.....
.....
.....
.....

SEQUENCE NO. :

FOLIO NO. :

DP ID :

CLIENT ID :

I hereby record my presence at the 29th ANNUAL GENERAL MEETING being held at 4 K.M. Stone, Berri Chharrar Road, P.O. Tandaheri, Teh. Bahadurgarh, Distt. Jhajjar, Haryana-124507 on Saturday, the 30th day of September, 2023 at 11.00 A.M.

Signature of Member or Proxy

.....

No. of Shares held

Notes:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)
1. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.
2. Shareholders/proxy holders desiring to attend the meeting may bring his/her copy of Annual Report for reference at meeting.

Electronic Voting Particulars

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number
230905051		

Note: Please read the instructions printed in the Notice dated 04th September, 2023 of the Twenty Ninth Annual General Meeting. The voting period starts from Wednesday, September 27, 2023 at 9.00 a.m. and ends on Friday, September 29, 2023 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

GENOMIC VALLEY BIOTECH LIMITED
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CIN: L01122HR1994PLC033029
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Email : genomicvalley@gmail.com
Visit : <http://www.genomicvalley.com>

BALLOT FORM (In lieu of E-Voting at the Annual General Meeting)

1	Name of the Sole/First Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No./DP ID /Client ID	
4	Number of shares held	

I, We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the AGM Notice dated 04th September, 2023 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (v) mark at the appropriate box below:

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	Ordinary Business(es)			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2023, the reports of the Board of Directors and Auditors thereon.			
2	To re-appoint Mrs. Parul Agrawal (DIN 01165188) who retires by rotation and eligible offer herself for reappointment.			
3	Ratification of Appointment of M/S ANDROS & CO. (Firm Reg. No.008976N), Chartered Accountants, Delhi as Statutory Auditors of the Company			
	Special Business(Es)			
4	REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRAVEEN KUMAR MISHRA AS DIRECTOR			
5	REGULARIZATION OF ADDITIONAL DIRECTOR MS. JYOTI BANSAL AS DIRECTOR			
6	SHIFTING OF REGISTERED OFFICE FROM "4 K. M. STONE, BERRI CHHARRA ROAD, VILLAGE- KHERKA,MUSALMAN, P. O. TANDAHERI, TEHSIL-BAHADURGARH, JHAJJAR, HARYANA- 124507" TO "73 LGF, WORLD TRADE CENTRE, BARAKHAMBA AVENUE, CONNAUGHT PLACE, CENTRAL DELHI, NEW DELHI-110001" I.E. FROM THE STATE OF HARYANA TO NATIONAL CAPITAL TERRITORY OF DELHI			
7	Alteration in Memorandum of Association			

Place:

Date:

Signature of Member

NOTE: Last date for receipt of forms by the Company is 29th September, 2023.

GENOMIC VALLEY BIOTECH LIMITED
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Visit : <http://www.genomicvalley.com>

Form No. SH-13
Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the Company: Genomic Valley Biotech Limited

Registered Address of the Company: 4 KM STONE, BERRI CHHARRA ROAD, P.O. TANDAHERI, TEHSIL-BAHADURGARH, DISTT-JHAJJAR, HARYANA-124507

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S-

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY-

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:

- (e) Nationality:
- (f) Address:
- (g) Email Id. & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

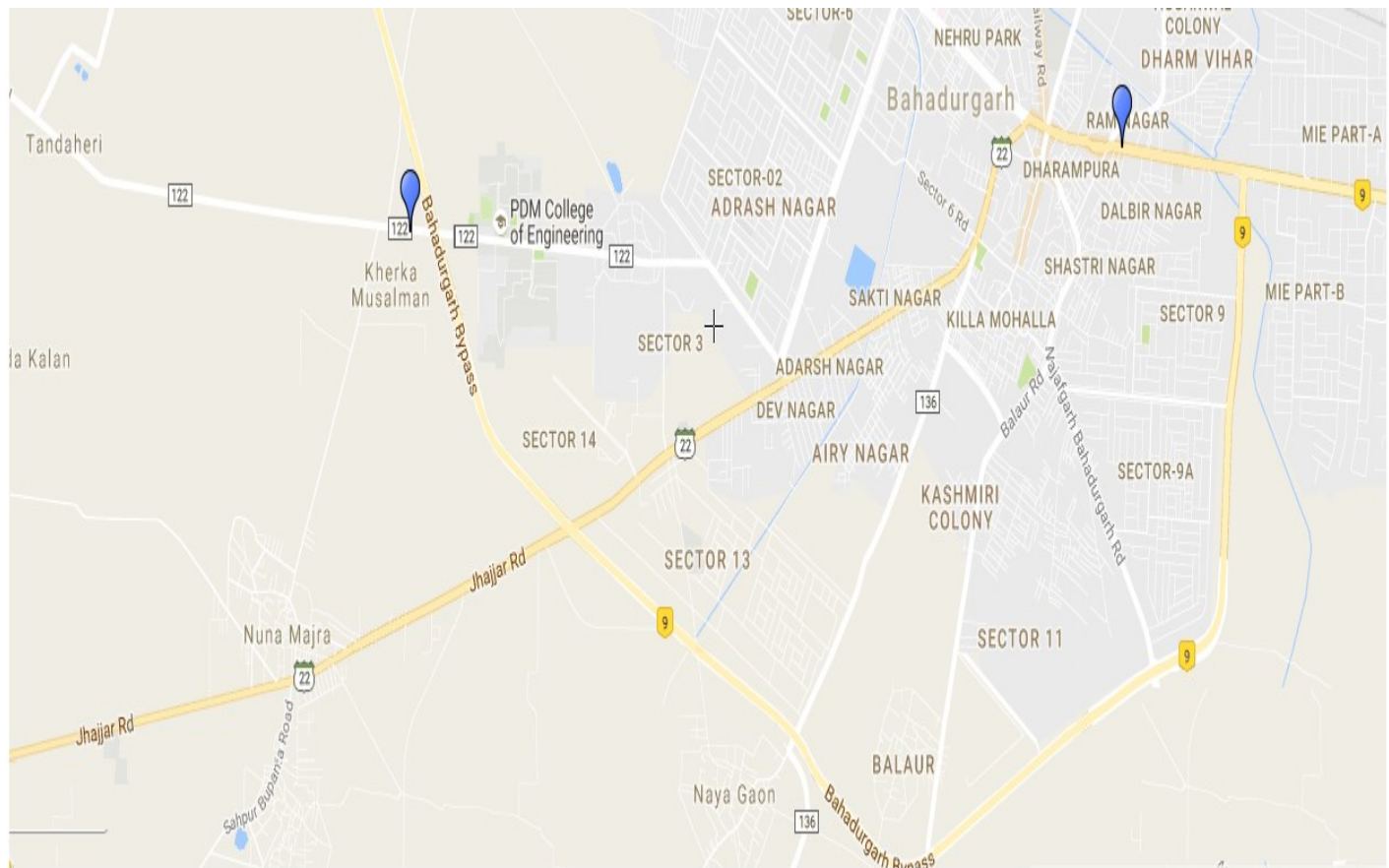
Name(s) and Address of Security holder(s)


Signature(s)

Name and Address of Witness

Signature

Route Map:



The Symbol  is indicating Registered Office of the Company (4 K.M. Stone, Berri Chharra Road, P.O.Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana- 124507) which is nearby Landmark as PDM College of Engineering.

Genomic Valley Biotech Limited



Annual Report

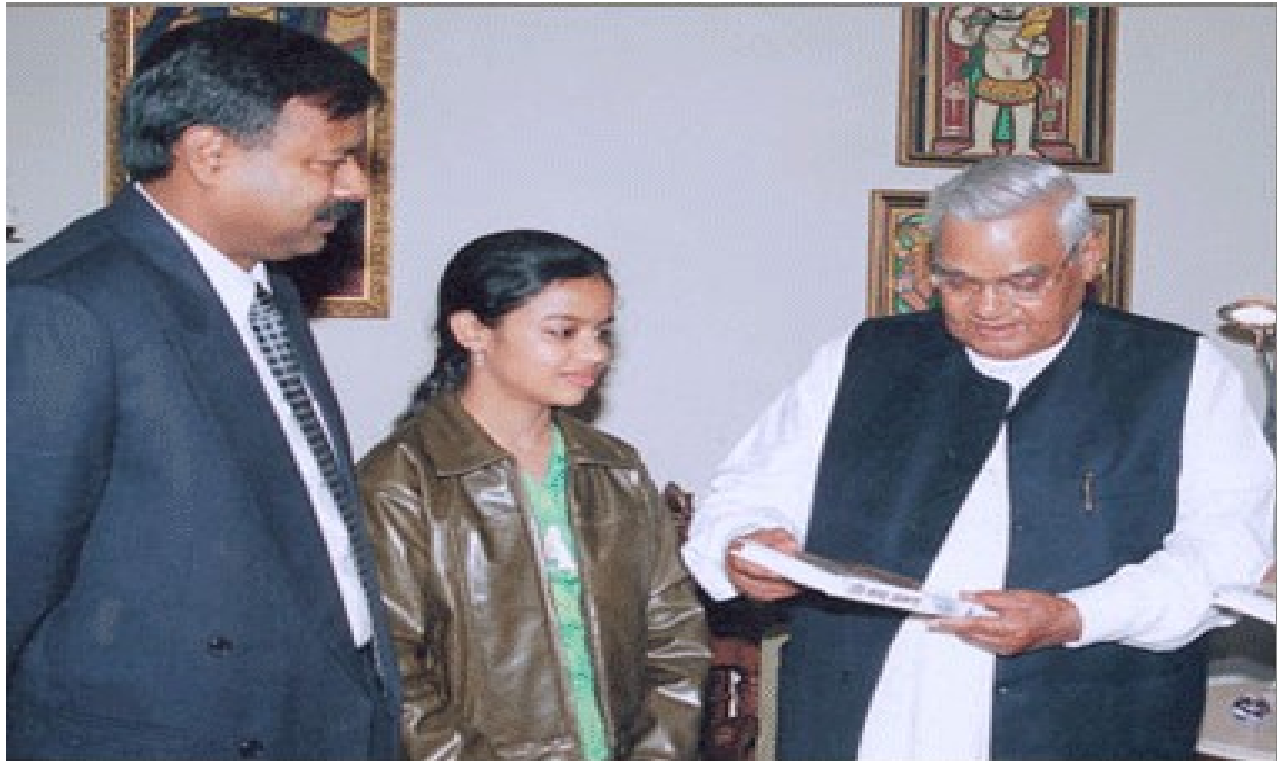
2022-23



॥ विजयी विश्व तिरंगा प्यारा, झण्डा ऊँचा रहे हमारा ॥



The Chairman & Managing Director, Shri Yogesh Agrawal & his daughter Ojaswini Avantika with the then Prime Minister of India Hon'ble Shri Atal Bihari Vajpayee showing him gratitude for suggesting the name of the Company as "Genomic Valley".



PM asks scientists to create genomic valley

Our New Delhi Bureau
NEW DELHI 3 JANUARY



PRIME Minister Atal Behari Vajpayee today heralded the advent of the 'bioinformatics wave' in India. Ruing the fact that the country caught up with the Silicon Valley phenomenon rather late, he urged the bio-sciences and IT communities in the country to take the lead in creating the new 'Genomic Valley' of the 21st century.

Mr Vajpayee said bold and unconventional initiatives were needed to seize the big new opportunity arising out of the information generated by the human genome project. Armed with this 'base' information India could be in the vanguard of a new revolution as it had a vast human genetic diversity that would provide the 'knowledge of variation' required to establish an edge, he pointed out.

Inaugurating the 88th Indian Science Congress in here today, he added that such initiatives

needed huge investments which could not come from budgetary allocation alone and it was necessary to promote publicprivate partnerships. He, however, expressed concern over the demand and exodus of software professionals which was leading to a lack of enthusiasm for careers in other streams of science. Citing the proposal of a group of US-based entrepreneurs to set up global institutes of science and technology in India, he said the government would facilitate such initiatives.

While the private sector was responding to opportunities in the knowledge sector of late, pressing reforms were needed in the administration and governance to remove bureaucratic control and 'facilitate' science to flourish, he added. Reiterating that his government would hike investments in R&D from the 2 per cent of GDP, he underscored the earmarking of Rs 50 crore for the Indian Millennium Missions to be executed by the Technology Information, Forecasting and Assessment Council (TIFAC) and an additional Rs 50 crore for the New Millennium Technology Leadership Initiatives by CSIR.



GENOMIC VALLEY BIOTECH LIMITED

Company Information

Board of Directors

1. Mr. Yogesh Agrawal
Managing Director
2. Mrs. Parul Agrawal
Non-Executive Director
3. Mr. Praveen Kumar Mishra
Non-Executive Independent Director
4. Mrs. Jyoti Bansal
Non-Executive Independent Director

Mr. Yogesh Agrawal

Chief Financial Officer

Kotak Mahindra Bank

State Bank of India

DCB Bank

Banker



Board Committees

Audit Committee

Mr. Praveen
Kumar Mishra

• Chairman

Mrs. Parul
Agrawal

• Member

Mrs. Jyoti Bansal

• Member

Stakeholder Relationship Committee

Mr. Praveen
Kumar Mishra

• Chairman

Mrs. Parul
Agrawal

• Member

Mrs. Jyoti Bansal

• Member

Nomination and Remuneration Committee

Mr. Praveen
Kumar Mishra

• Chairman

Mrs. Parul
Agrawal

• Member

Mrs. Jyoti Bansal

• Member

Risk Management Committee

Mr. Praveen
Kumar Mishra

• Chairman

Mrs. Parul
Agrawal

• Member

Mrs. Jyoti Bansal

• Member



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GENOMIC VALLEY BIOTECH LIMITED
Regd. Off: 4 K.M. STONE, BERRI CHHARRA ROAD, P.O. TANDAHERI,
TEHSIL-BAHADURGARH, DISTT-JHAJJAR, HARYANA-124507
CIN: L01122HR1994PLC033029
Tele: +91-9811341542
Email: genomicvalley@gmail.com
Visit: <http://www.genomicvalley.com>

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting (AGM) of the members of Genomic Valley Biotech Limited will be held on Saturday, 30th day of September, 2023 at 11.00 A.M. at the Registered Office of the Company at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507 to transact the following businesses:

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Parul Agrawal (DIN: 01165188) who retires by rotation and eligible offer herself for re-appointment.
3. **Ratification of Appointment of M/S ANDROS & CO. (Firm Reg. No.008976N), Chartered Accountants, Delhi as Statutory Auditors of the Company**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to ratify the appointment of M/S ANDROS & CO. (Firm Reg. No.008976N), Chartered Accountants, Delhi as Statutory Auditors of the Company for the financial year 2023-24 to hold office from the conclusion of 29th Annual General Meeting till the conclusion of the 30th Annual General Meeting at a remuneration as may be decided by the Board.

SPECIAL BUSINESS(ES)

TO CONSIDER AND IF THOUGHT FIT TO PASS WITH OR WITHOUT MODIFICATION THE FOLLOWING RESOLUTIONS, WHICH WILL BE PROPOSED AS SPECIAL RESOLUTIONS:

4. **REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRAVEEN KUMAR MISHRA AS DIRECTOR:**

“RESOLVED THAT pursuant to the provisions of Section 149,150 ,152 read with Schedule IV to the Companies Act,2013 and other applicable provisions of the Companies Act, 2013 read with Companies



(Appointment and Qualification of Directors) Rules, 2014 including amendment and statutory modification from time to time and Pursuant to Regulation 17 of SEBI Listing regulation, 2015, and pursuant to the recommendations of the Nomination and Remuneration Committee & Audit Committee, consent of the Members be and is hereby accorded for the appointment of, **Mr. Praveen Kumar Mishra (DIN: 09165954)** who was appointed as an Additional director (“Independent Category- Non Executive”) of the company with effect from 30th June, 2023 and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from 30th June, 2023, not liable to retire by rotation.

5. REGULARIZATION OF ADDITIONAL DIRECTOR MS. JYOTI BANSAL AS DIRECTOR:

“**RESOLVED THAT** pursuant to the provisions of Section 149,150 ,152 read with Schedule IV to the Companies Act,2013 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 including amendment and statutory modification from time to time and Pursuant to Regulation 17 of SEBI Listing regulation, 2015, and pursuant to the recommendations of the Nomination and Remuneration Committee & Audit Committee, consent of the Members be and is hereby accorded for the appointment of, **Ms. Jyoti Bansal (DIN: 08489503)** who was appointed as an Additional director (“Independent Category- Non Executive”) of the company with effect from 30th June, 2023 and who holds office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment , be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years from 30th June, 2023, not liable to retire by rotation.

6. SHIFTING OF REGISTERED OFFICE FROM “4 K. M. STONE, BERRI CHHARRA ROAD, VILLAGE-KHERKA,MUSALMAN, P. O. TANDAHERI, TEHSIL- BAHADURGARH, JHAJJAR, HARYANA- 124507” TO “73 LGF, WORLD TRADE CENTRE, BARAKHAMB A VENUE, CONNAUGHT PLACE, CENTRAL DELHI, NEW DELHI-110001” I.E. FROM THE STATE OF HARYANA TO NATIONAL CAPITAL TERRITORY OF DELHI

“**RESOLVED THAT** pursuant to Section 12, 13 and other applicable provisions of Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force) if any, subject to approval of the Regional Director of the Ministry of Corporate Affairs, Registrar of Companies NCT of Delhi and Haryana, consent of members be and is hereby accorded to shift the Registered Office of the company from “4 K. M. Stone, Berri Chharra Road, Village- Kherka,Musalman, P. O. Tandaheri, Tehsil- Bahadurgarh, Jhajjar, Haryana- 124507” to “73 LGF, World Trade Centre, Barakhamba Avenue, Connaught Place, Central Delhi, New Delhi-110001” i.e. from the State of Haryana to National Capital Territory Of Delhi.



“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors, be and is hereby authorized to file the certified copy of special resolution, explanatory statement, prescribed various forms, affidavits and documents to the Registrar of Companies and to make application with the Regional Director and to fill all necessary documents for according approval to the shift of the registered office.

7. Alteration in Memorandum of Association:

“RESOLVED THAT pursuant to the Applicable Provisions of Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force) if any, consent of the Members of the company is hereby accorded to alteration of situation Clause II in the Memorandum of Association of the Company read as follows:

II. The Registered office of the company will be situated in “National Capital Territory of Delhi”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors, be and is hereby authorized to file the certified copy of special resolution, explanatory statement, prescribed various forms, affidavits and documents to the Registrar of Companies and to make application with the Regional Director and to fill all necessary documents for according approval to the shift of the registered office.

**For and on behalf of
Genomic Valley Biotech Limited**

sd/-

**Anupam Aditya
Company Secretary & Compliance Officer**

Date: 04.09.2023

Place: Haryana



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts concerning the businesses under Item No. 4 to 7 of the accompanying Notice is annexed hereto as Annexure I. The Board of Directors of the Company considered that the special business under Item No. 4 to 7, being considered unavoidable, be transacted at the 29th AGM of the Company.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PER CENT OF THE 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.
4. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
5. A Proxy Form, Attendance Slip, Ballot Form (in lieu of E-Voting at Annual General Meeting) and Route Map are enclosed with the Notice of Annual General Meeting.
6. Corporate Members intending to send their authorized representatives under Section 113 of the Act are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting, together with duly certified signatures of such representatives.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhDass Mandir, New Delhi-110062.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the RTA.
9. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e. from September 24, 2023 to September 30, 2023 both days inclusive.
10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may



send their nomination in the prescribed Form duly filled in to Beetal Financial & Computer Services Private Limited (RTA) having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062.

11. Members are requested to:

- a. Intimate to the Company's Registrar and Transfer Agents, Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;
- b. Intimate to the respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in electronic/dematerialised form;
- c. Quote their folio numbers/Client ID and DP ID in all correspondence;
- d. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.

12. Pursuant to sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 29th Annual General Meeting (AGM) and the Annual Report for the year 2022-23, etc., would be sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company/ Depository Participant and who have not opted to receive the same in physical form.

13. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for the year 2022-23 and the Notice of the 29th AGM would be sent in the permitted mode.

14. Members are requested to support the Green Initiative by registering / updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhDass Mandir, New Delhi-110062. **(In case of Shares held in physical form)**

15. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for financial year 2022-23 will also be available on the Company's website at [www.http://genomicvalley.com/investorrelationpage.htm](http://genomicvalley.com/investorrelationpage.htm) and also on the website of the RTA, Beetal Financial & Computer Services Private Limited at <http://beetalfinancial.com> . Even after registering



for e-communication, Members are entitled to receive such communication in physical form, upon making a request to the Company for the same. For any communication, the shareholders may also send requests to the Company's Email ID : genomicvalley@gmail.com .

16. Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Sunday from 10.00 A.M. to 6.00 P.M., up to and including the date of the Annual General Meeting of the Company.

17. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.

18. Appointment of Director and Shareholding in the Company:

Mrs. Parul Agrawal holds 283700 Equity Shares of Rs.10 each fully paid up in the Company. Brief resume, details of shareholdings, and director inter-se relationship of the director seeking reappointment as required is provided as Annexure II to this notice.

The relevant details, pursuant to Regulation 36(3) and other applicable Regulations and Schedules of the SEBI Listing Regulations and applicable provisions & Sections of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re- appointment at this 29th AGM is annexed as Annexure-II.

19. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

20. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.



21. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

22. E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administrations) Rules, 2014, the Company is pleased to provide to Members with a facility to exercise their right to vote at the 29th Annual General Meeting by electronic means and the business may be transacted through Electronic Voting (e-voting) services provided by Central Depository Services Limited (CDSL).

The Company has appointed Mr. Rohit Batham, Partner of SBR & Co. LLP, Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 23rd September, 2023 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a ballot paper is annexed. A member desiring to exercise vote by ballot paper shall complete the enclosed ballot paper with assent (for) or dissent (against) and send it to Registered office of the Company so as to reach us on or before 29th September, 2023 by 5.00 P.M. Any ballot paper received after the said date and time shall be treated as if the reply from the Members has not been received. Kindly note that member can opt only one mode of voting i.e., either by ballot paper or through e-voting. If members are opting for e-voting then do not vote by ballot paper or vice versa. However, in case of Members casting their vote both by ballot paper and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

23. Instruction for E-Voting:

23.1 Step 1: In case of individual shareholders holding shares in demat mode: Access through Depositories CDSL/NSDL e-Voting system

Step 2: In case of shareholders holding shares in physical mode and non-individual shareholders in demat mode: Access through CDSL e-Voting system

- a. The e-voting period begins on September 27, 2023 at 9.00 a.m. and ends on September 29, 2023 at 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 September 23, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. **Step 1:** In case of individual shareholders holding shares in demat mode: Access through Depositories CDSL/NSDL e-Voting system

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for **e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New



<p>Demat mode with CDSL</p>	<p>System Myeasi.</p> <ol style="list-style-type: none">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.



	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: In case of shareholders holding shares in physical mode and non-individual shareholders in demat mode: Access through CDSL e-Voting system

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website www.evotingindia.com.
 2. Click on "Shareholders" module.
 3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 4. Next enter the Image Verification as displayed and Click on Login.
 5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - 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.



- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.gvbl@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

- e. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday 23rd September, 2023 may follow the same instructions as mentioned above for e-Voting.



- 23.2** In case a Member receives physical copy of the Annual General Meeting Notice by post (for members whose email Ids are not registered with the Company/Depository Participant(s)):
- User ID and initial password are provided overleaf.
 - Please follow all steps from Note 22.1 above to cast your vote.
- 23.3** Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- 23.4** In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the 'downloads' section of www.evoting.india.com.
- 23.5** The facility for ballot / polling paper shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by e-voting/ ballot paper shall be able to vote at the AGM through ballot / polling paper.
- 23.6** The members who have cast their vote by e-voting may also attend AGM, but shall not be entitled to cast their vote again.
- 23.7** The voting rights of the Members for e-voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on the cut-off date i.e. 23rd September, 2023.
- 23.8** Persons, whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2023 only shall be entitled to avail the facility of e-voting / physical voting.
- 23.9** The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than two (2) days after the conclusion of the AGM to the Chairman of the Company.



The Chairman or any other director authorized by him, shall declare the result if the voting forthwith.

24. The results on resolutions shall be declared forthwith after getting the report of Scrutinizer and the resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
25. The Results declared along with the Consolidated Scrutinizer's Report(s) will be available on the website of the Company (www.genomicvalley.com) and on website of CDSL. The results shall simultaneously be communicated to Stock Exchanges.
26. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**For and on behalf of
Genomic Valley Biotech Limited**

sd/-

Anupam Aditya

Company Secretary & Compliance Officer

Date: 04.09.2023

Place: Haryana



Annexure I to Notice of Annual General Meeting

Explanatory Statements

(Pursuant To Section 102 of The Companies Act, 2013)

Item No. 4

Mr. Praveen Kumar Mishra was appointed as an Additional (Independent Director-Non- Executive) with effect from June 30th, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Praveen Kumar Mishra on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 4 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Praveen Kumar Mishra himself, in any way concerned or interested, in the said resolution.

The board recommends the said resolution to be passed as a Special resolution.

Item No. 5

Ms. Jyoti Bansal was appointed as an Additional (Independent Director-Non- Executive) with effect from June 30th, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Ms. Jyoti Bansal on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 4 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Ms. Jyoti Bansal himself, in any way concerned or interested, in the said resolution.

The board recommends the said resolution to be passed as a Special resolution.

Item No. 6

Presently, the Company is having registered office in the State of Haryana. The Company wants to shift the registered office from "4 K. M. Stone, Berri Chharra Road, Village- Kherka, Musalman, P. O. Tandaheri, Tehsil- Bahadurgarh, Jhajjar, Haryana- 124507" to "73 LGF, World Trade Centre, Barakhamba Avenue, Connaught Place, Central Delhi, New Delhi-110001" i.e. from the State of Haryana to National Capital Territory Of Delhi. As per Provision of section 12(5) of the Companies Act, 2013 shifting of registered office of a company from one state to another state requires approval of shareholders by way of Special Resolution.

With a view to operational convenience and ease, the Board of Directors considered and subject to approval of shareholders, the consent of board of directors for shifting the registered from "4 K. M. Stone, Berri Chharra Road, Village- Kherka, Musalman, P. O. Tandaheri, Tehsil- Bahadurgarh, Jhajjar, Haryana- 124507" to "73 LGF,



World Trade Centre, Barakhamba Avenue, Connaught Place, Central Delhi, New Delhi-110001” i.e. from the State of Haryana to National Capital Territory Of Delhi was passed via Board Resolution dated 4th September, 2023. The proposed location is in other State and therefore requires approval of shareholders by way of special resolution. Also, after passing of the special resolution an application will be made to regional Director regarding the same. If approved, the registered office will be moved to “National Capital Territory of Delhi”.

None of the Directors or key managerial personnel is concerned or interested in the resolution.

The board recommends the said resolution to be passed as a Special resolution.

Item No. 7

Presently in Clause II of Memorandum of Association of the company states that The Registered Office of the Company will be situated in “**The State of Haryana**” which is to be altered as follows:

The Registered Office of the Company will be situated in the “**National Capital Territory of Delhi**” which requires approval of the shareholders by way of Special Resolution.

The Board of Directors considered and subject to approval of shareholders, the consent of board of directors for alteration in Memorandum of Association of the company was passed via Board Resolution dated 4th September, 2023. The proposed Resolution therefore requires approval of shareholders by way of special resolution.

None of the Directors or key managerial personnel is concerned or interested in the resolution.

The board recommends the said resolution to be passed as a Special resolution.

**For and on behalf of
Genomic Valley Biotech Limited**

Date: 04.09.2023

Place: Haryana

**sd/-
Anupam Aditya
Company Secretary & Compliance Officer**

Annexure II to Notice of Annual General Meeting
PROFILE OF DIRECTORS SEEKING REAPPOINTMENT
Item No. 2 of the Notice of Annual General Meeting
Mrs. Parul Agrawal, Director:

DIN : 01165188

Date of Birth : 01/11/1970

Profile:

Mrs. Parul Agrawal aged about 52 years, is the Director of the Company. She is a B.A. (HONS.) Economics. Mrs. Parul Agrawal is passionate about helping businesses to realize their full potential and let financing not be the bottleneck to their growth.

Experience:

She has vast experience of 29 years in the field of plant Tissue Culture and floriculture.

Other Directorships:

Sl. No.	Name of the Company	Status
1.	Eyoge Technologies Private Limited	Director
2.	Genomic Valley Bharat Private Limited	Director

Membership in Committees of Genomic Valley Biotech Limited:

Sl. No.	Name of the Committee	Status
1.	Audit Committee	Member
2.	Nomination and Remuneration Committee	Member
3.	Stake holder Relationship Committee	Member
4.	Risk Management Committee	Member

Shareholding: Mrs. Parul Agrawal holds 2,83,700 Equity Shares of Rs.10 each fully paid-up in the Company

Directors' inter-se relationship:

Sr. No.	Name of Director	Designation	Relation with Directors
1.	Mrs. Parul Agrawal	Director	Wife of Mr. Yogesh Agrawal, Managing Director of the Company

Item No. 4 & 5 of the Notice of Annual General Meeting

Name of Director	Mr. Praveen Kumar Mishra	Ms. Jyoti Bansal
Reason for Change viz. appointment, resignation, removal, death or otherwise	Mr. Praveen Kumar Mishra has been appointed as an Additional (Non-Executive and Independent) Director of the Company with effect from 30.06.2023 for a term of 5 (five) years, subject to the approval of shareholders.	Ms. Jyoti Bansal has been appointed as an Additional (Non-Executive and Independent) Director of the Company with effect from 30.06.2023 for a term of 5 (five) years, subject to the approval of shareholders.
Age	34 years	31 years
Qualification	MBA in finance from Shankara international school of management. (Jaipur).	Commerce graduate from Delhi University, and Post-Graduation Degree in Business Management from IGNOU, L.L.B. and a fellow member of Institute of Company Secretaries of India (ICSI),
Brief Profile and Experience (including expertise in specific functional area) / Brief Resume	He is having experience of 10+ years in finance and data research.	She is having professional expertise in Corporate Secretarial, Legal Consulting, Corporate Laws, IPR Laws. She is Practicing Company Secretary in Jyoti Bansal & Associates Firm. She possesses more than 5 years in handling Company Secretarial Activities. Also, a Trademark Attorney, she has rich experience in handling Trademark & Copyright related matters.
Terms and Conditions of Appointment / Re-appointment	As per Appointment Letter	As per Appointment Letter
Date of Appointment / Re-appointment & term of Appointment	Date of Appointment: 30.06.2023	Date of Appointment: 30.06.2023
	Term of Appointment: Five years with effect from 30.06.2023	Term of Appointment: Five years with effect from 30.06.2023



Remuneration last drawn as director (including sitting fees, if any) (in Rs.)	Nil	Nil
Remuneration proposed to be paid	As per Appointment Letter	As per Appointment Letter
Date of first appointment on the Board	30/06/2023	30/06/2023
Shareholding in the Company	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Nil	Nil
Number of meetings of the Board attended during the financial year 2022-23 (as director)	Nil	Nil
Directorships of other Boards	Nil	<ol style="list-style-type: none"> 1. MAGNUM VENTURES LIMITED 2. MARDA COMMERCIAL & HOLDINGS LIMITED 3. RENESOLA POWER PRIVATE LIMITED 4. RNSGREEN ENERGY PRIVATE LIMITED 5. AJAY INDUSTRIAL CORPORATION LIMITED 6. BYGGING INDIA LIMITED
Membership / Chairmanship of Committees of other Boards	Nil	<ol style="list-style-type: none"> 1. <u>MAGNUM VENTURES LIMITED:</u> CHAIRMAN: STAKEHOLDER RELATIONSHIP COMMITTEE MEMBER: AUDIT COMMITTEE MEMBER: NOMINATION & REMUNERATION COMMITTEE 2. <u>MARDA COMMERCIAL & HOLDINGS LIMITED:</u> MEMBER: AUDIT COMMITTEE MEMBER: SHAREHOLDERS/INVESTOR GRIEVANCE COMMITTEE



		MEMBER: NOMINATION & REMUNERATION COMMITTEE
Affirmation that Director is not debarred from the holding office of director by virtue of any SEBI order or authority	Mr.Praveen Kumar Mishra is not debarred from the holding the office of director by virtue of any SEBI order or any other such authority.	Ms. Jyoti Bansal is not debarred from the holding the office of director by virtue of any SEBI order or any other such authority.
Skills, capabilities and Area of Expertise	He has Skills, capabilities and Area of Expertise in finance, diversity, Global Business, Leadership, Technology, Mergers & Amalgamations, Board Service & Governance and Sales & Marketing.	She has Skills, capabilities and Area of Expertise in finance, diversity, Global Business, Leadership, Technology, Mergers & Amalgamations, Board Service & Governance and Sales & Marketing.

For and on behalf of
Genomic Valley Biotech Limited

sd/-

Anupam Aditya
Company Secretary & Compliance Officer

Date: 04.09.2023

Place: Haryana

**BOARD REPORT
AND
MANAGEMENT DISCUSSION AND ANALYSIS**

**To,
The Members,**

Your Directors have pleasure in presenting their 29th Board Report on the business and operations of the Company along with Audited Financial Statements for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS

The company performance for the financial year ended on March 31st, 2023 is summarized below:

Particulars	In Rs.	
	2022-23	2021-22
Revenue from Operations	27,225,190	7,05,640.00
Other Income	4,25,453	8,40,070.00
Total Revenue	2,76,50,643	15,45,710.00
Total Expenses	1,85,18,860	57,53,985.00
Profit before Exceptional Items and Tax	91,31,783	(42,08,275.00)
Exceptional Item	26,43,164	41,91,783.00
Profit before Tax	64,88,619	(16,492.00)
Tax Expenses	6,080	76,910.00
Profit After Tax for the year	64,82,539	(93,402.00)
Paid up Capital (in No. of shares @ Rs. 10 each share)	30,54,500	30,54,500

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the Financial Year ended 2023 under review, the Company has earned the profit of Rs. 64,82,539/- against the loss of Rs. 93,402/- in the previous Financial Year ended 2022.

PRESENT AND FUTURE PROSPECTIVES:

PRESENT ACTIVITIES

1. Providing consultancy in:
 - a. High-Tech Cultivation through Environment Controlled Poly Houses, NFT & DFT etc.
 - b. Organic Farming --- Open Field Cultivation using Bio-Fertilizer.
2. Trading in agricultural and horticultural products



FUTURE ACTIVITIES

As you all know Honourable Prime Minister Shri Narendra Modi had explicitly stated in his election campaign that farmers would be the priority and the government would ensure they got 50% returns over their total costs. Keeping this in mind your company has started implementing measures to provide all round support to ensure a minimum return and also increase their production and earning multi-fold.

Your company has started commercial activities to generate earning for the company as well as generating earning for all marginal and other progressive farmers and also simultaneously generating employments for the agriculturists and scientists. We wish in the following fields of operation:

- A. Setting up of Agricultural Training Centre by the name of GVBL Institute of High-Tech Agriculture & Biotechnology.
- B. Setting up of Centre of Excellence for Horticulture --- With the technical expertise and experience of Eden Horticultural Services, Karnal (Haryana) through expert control of the agricultural activities of Eden's Technical Team. The agreement in this regard has also been signed.
- C. Bringing of Drone Technology.
- D. Horticulture without spray, GVBL is all set to bring the most Modern Pest Management Technique from Israel.
- E. Poly House Construction
- F. Contracted Poly House controlled environment and open field cultivation.
- G. Agri - Farming Consultancy.
- H. Farm 2 Door Step Services for supply of fruits & vegetables through its website farm2doorstep.com.
- I. Agri Skill Development Centre
- J. Agri Input Shop for High-Tech Cultivation (Khad Beej Bhandar)

A. TRAINING CENTRE :

With full gusto, GVBL has already started its effort to do networking with various colleges to bring the batches of students for its training centre. And now it is a matter of time to get started with the training centre.

As per the planning all the courses which are being offered by the Institute will be having Job Guarantee and/or empowerment of the students for setting up their own farm houses and agricultural projects by providing all kinds of the Governmental supports, loans and grants thus fulfilling our years long dream of self-sufficient farmers.

Separate courses have been designed for Training like the Ladies to develop kitchen gardens or small farms which can fetch them profits by growing fruits and vegetables. This will be exclusively for ladies and housewives within reasonable course fees. All these courses will also having empowerment facilities and support as mentioned above if some lady wants to do some agricultural activities in a bigger way!

B. CENTRE OF EXCELLENCE FOR HORTICULTURE :

With the technical expertise and experience of Eden Horticulture Services, Karnal (Haryana) and with the High-tech agricultural set up with Naturally Ventilated Poly Houses, NFT and DFT Technology and a full functional Plant Tissue Culture Laboratory at its disposal, GVBL is all set to generate record productions and book record profits in the year to come.



C. DRONE TECHNOLOGY :

Drones are one of the fastest growing technology segments with the potential to provide extraordinary value to the agriculture business.

Imagine a flying robot that you could easily control as an extension of your own eyes and arms - to reach places, see things you can never see and execute tasks that would otherwise be impossible or not affordable.

Drones are remote controlled flying objects which is having capability to collect different data regarding any agricultural field, any vegetation such that optimal treatments can be given to the soil and crops to increase yields many fold with minimum expenditure.

GVBL is all set to bring in this technology from Israel to be implemented in Indian Agriculture successfully. In this regard the Company is having active talk with a well known Agricultural Drone Technology Company.

D. MODERN PEST CONTROL SYSTEM :

In assistance with a reputed Israel Company, GVBL is also bringing the most modern technology for controlling and management of oriental fruit flies. The technology allows the use of lure based pesticides. Also the fluid is long lasting, free of spraying and maintenance. It is harmless to human, environment and non targeted organisms.

This pin pointed pesticide management is achieved through new technologies viz (1) Gravity Controlled Fluid Release (GCFR) technology, (2) a scent-specific, targeting only female pest, and (3) characteristics customized for each implementation.

GVBL has started processing for bringing in this technology also in India !

E. POLYHOUSE CONSTRUCTION :

As the company is having a fully functional team of technical persons for setting up and erection of poly-houses and greenhouses, the company is all set to capture orders of its clients for setting up of their poly-houses / greenhouses.

Through effective marketing the company has bagged a few orders of setting up of poly-houses in the nearby areas in the vicinity of its project site

F. CONTRACTED POLY-HOUSE CONTROLLED ENVIRONMENT AND OPEN FIELD CULTIVATION :

With its expert team of agriculturists and technical personnel, the company is taking up Turn Key cultivation projects of its clients on clients land with assured buy back and marketing assurance. In this scope the company is taking up all responsibilities of preparing of the land of the client, then setting up of Environmentally Controlled Poly-houses, deciding of suitable product mix for the cultivation. And finally when production of vegetables comes, the company shoulders all responsibilities to sell the materials in the market to pay the assured amount to the client.

A few projects with the above scope, negotiations are on.

G. AGRI FARMING CONSULTANCY :

With the expert team of agriculturists and other technical people, the company is also providing Agri Farming Consultancy to farmers and other clients on case to case basis. This way company is providing solutions to problems being faced by the HNI clients in agri-farming business as per their specific needs.



H. FARM 2 DOOR STEP SERVICES :

The company intends to develop full packaging system and logistics to deliver fruits and vegetable direct to homes in NCR as per their daily demands and orders. The company is also working on to make it an online portal and also through mobile app to reach the masses and thus gathering increase orders and reach to more and more households. Thus, eliminating of middle man will reduce the cost and enhance the quality of fruits and vegetables.

I. AGRI SKILL DEVELOPMENT CENTRE :

The company is organising paid training to the new age farmers to develop their knowledge and skill such that they can improve their productions and be self-sufficient.

J. AGRI INPUT SHOP :

The company is in process of setting up an Agri Input Shop to sell seeds, fertilizers, and other farming ingredients required for High-Tech Agriculture.

PLANT TISSUE CULTURE INDUSTRY GROWTH

The growth of Biotechnology industry as per Transparency Market Research is estimated to observe substantial growth during 2010 and 2018 as investments from around the world are anticipated to rise, especially from emerging economical regions of the world. The report states that the global market for biotechnology, studied according to its application areas, shall grow at an average annual growth rate of CAGR 11.6% from 2012 to 2018 and reach a value worth USD 414.5 billion by the end of 2018. This market was valued approximately USD 216.5 billion in 2011. The market of bio agriculture, combined with that of bio seeds, is projected to reach a value worth USD 27.46 billion by 2019. The field of biopharmaceuticals dominated the global biotechnology market and accounted for 60% shares of it in the year 2011. Many biotechnological industries flourished by the technological advancements leading to new discoveries and rising demands from the pharmaceutical and agricultural sectors.

DIVIDEND

Although there is profit in the Company during the year but need to conserve resources for the expansion of the business of your Company, Board expresses its inability to declare any dividend for the financial year 2022-23.

RESERVES

The company is having less profit in financial year 2022-23. Therefore, no amount was transferred into reserve account.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments effecting the financial position of the company which have occurred during the financial year 2022-23 of the company to which the financial statement relates to the date of this report.

In the ongoing financial year, the Company has sold major portion of the land which will affect the current business. The Company is looking for new avenues for business in India and out of India.

NUMBER OF MEETINGS OF THE BOARD

Eight (8) meetings of the Board of Directors of the Company were held during the year. For details of the meetings, please refer to the Corporate Governance Report, which forms part of the Annual Report.



DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm that:

- (a) In the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) we have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the year ended on that date;
- (c) we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) we have prepared the annual accounts on a going concern' basis;
- (e) we have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS

To avoid duplication between the Board Report and the Management Discussion and Analysis, we present below a composite summary of performance of the various businesses and functions of the Company.

Present Status

The Company is providing consultancy in the Horticultural and Agricultural products. The company is also trading in Horticultural and Agricultural products.

Economy and Markets

India's agriculture sector is likely to grow at 2.1 per cent in 2021-22, followed by Industry (4.4 per cent) and services (8.3 per cent), according to the Economic Survey 2022-23.

Credit from institutional sources will complement all such government initiatives like Soil Health Card, Input Management, Per Drop More Crop in Pradhan Mantri Krishi Sinchai Yojana (PMKSY), PMFBY, e-Nam, etc, the survey said.

Indian farmers are adapting to farm mechanisation at a faster rate in comparison to recent past. The Economic Survey further added sale of tractors to a great extent reflects the level of mechanisation.

According to the World Bank estimates, half of the Indian population would be urban by the year 2050. It is estimated that percentage of agricultural workers in total work force would drop to 25.7 per cent by 2050 from 58.2 per cent in 2001. Thus, there is a need to enhance the level of farm mechanisation in the country.

India is expected to be self-sufficient in pulses in the coming few years due to concerted efforts of scientists to get early-maturing varieties of pulses and the increase in minimum support price.

Industry Structure and Development

As you all know Honourable Prime Minister Shri Narendra Modi had explicitly stated in his election campaign that farmers would be the priority and the government would ensure they got 50% returns over their total costs. Keeping this in mind your company



has started implementing measures to provide all round support to ensure a minimum return and also increase their production and earning multi-fold.

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Opportunity and Threats

AGRICULTURE

As you all know Honourable Prime Minister Shri Narendra Modi had explicitly stated in his election campaign that farmers would be the priority and the government would ensure they got 50% returns over their total costs. Keeping this in mind your company has started implementing measures to provide all round support to ensure a minimum return and also increase their production and earning multi-fold.

The buzz word in today's agricultural sector is "Farmers Producer Company". Producer companies can help smallholder farmers participate in emerging high-value markets, such as the export market and the unfolding modern retail sector in India. As elsewhere in the developing world, in India, small farmers' livelihoods are being threatened due to the liberalization and privatization of Indian agriculture and the increasing interest of private capital in the agribusiness sector. The withdrawal of the state from productive and economic functions, and changes in the organization of marketing channels, present new challenges for small-scale farmers. In this environment of greater instability and competition, organization and collective action can help to enhance farmers' competitiveness and increase their advantage in emerging market opportunities. We build on the ideas of value-chain governance and collective-action literature and introduce the functions and organizational structure of producer companies in India within this context.

Thus by collecting around 300 small farmers on a single corporate platform your company has formed a "Farmers Producer Company". This model will ensure at least a minimum profit to the farmers and also in the process your company will also earn handsomely

BIOTECHNOLOGY

Biotechnology is one of the "hot spots" in research and development in this century. Great chances and opportunities lie ahead, but also tremendous threats. While technology and knowledge is easily available all over the world, it can be quite difficult to access markets and to commercialize biotechnological products.



Biotechnology, regardless of red, green or white biotechnology, promises high profits. However, the field is also complex, fast moving and costly. Especially in the field of medical applications there are many risks associated with biotechnology. One example is a drug developed against multiple sclerosis, which had possible profits of 3\$ billion.

After two patients developing a rare brain disease in clinical trials the profits vaporized and the stock market were in an uproar. Nevertheless does the United Nations Development Program see “biotechnology innovation and globalization as a means of helping the poor of the world live fuller, richer and more secure lives”. Only through commercialization this promise will come true. Commercialization is converting or moving technology into a profit making position

In our opinion the most important point is to bridge the gap between technology and markets. The matching of technological challenge and market challenge is difficult and many tools have been developed to address this problem.

Customer Development

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For marketing and selling of the huge produce of the FPC , the company has tied up with the Fruit & Vegetable Retail Chains and to all the Online Fruits & Vegetable Market Place

Supply Chain

For marketing and selling of the huge produce of the FPC , the company has tied up with the Fruit & Vegetable Retail Chains and to all the Online Fruits & Vegetable Market Places around the country.

For the produces from the Plant Tissue Culture Lab, your company has necessary understanding with the relevant companies and organizations for the purchase of the tissue culture production of your company

Your Company’s supply chain agenda remained focused on five key areas

1. Customer service excellence,
2. Consumer and customer quality,
3. End to end cash and cost savings program,
4. Leading with innovation, and
5. Technology and sustainability.

Your Company made significant progress in its vision to deliver customer service excellence to enable sustainable growth.

Research & Development

India's agricultural research system has contributed in a large way to increasing agriculture production and productivity. Development of high yielding and disease resistant varieties has been its major hall mark. The country has one of the largest Public Agricultural Research Establishments in the world. With Indian Council of Agricultural Research (ICAR) at the top, we have 30 State Agriculture Universities, 46 Institutes including 4 Deemed Universities, 4 National Bureau, 9 Project Directorates, 31 National Research Centres, 158 Regional Stations and 80 All India Coordinated Research Projects. However, despite having such a huge manpower and infrastructure, the predominant critique has been that it is very weak in transfer of technology and does not benefit small farmers.

The company wish to set up an in-house Plant Tissue Culture Laboratory for doing research in the field of plant tissue culture and also to take such researches through steps to commercial levels.

Our Research Team wish to conduct Basic Research in Premier Institute in the country in the following prospective fields:

Agriculture

- Crop Biotechnology
- Bio Fertilizers
- Bio Pesticides and Crop Management
- Plant Biotechnology

Plant Tissue Culture Micopropogation

- Bio prospecting and Molecular taxonomy
- Bio fuels
- Medicinal and Aromatic Plants

Medical Biotechnology

- Vaccines
- Diagnostic
- Drug Development
- Human Genetics and Genome Analysis

OUTLOOK

The promise of doubling farmers' income by 2022 dangled heavily as reports of severe agrarian distress started pouring in from the country. Farmers dumping their produces for lack of fair price made headlines throughout 2018 and 2019. The report pointed out that agriculture and rural sector is currently in a deep crisis because during 2004-14 the country's agriculture sector witnessed its highest ever growth "recovery phase". Despite the highest ever food grain production the year 2016-17 (275 million tonnes) and 274.55 million tonnes in 2017-18, the rural economy has completely collapsed.

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Environment, safety, Health and Energy Conservation

Your Company has a vision of being a ‘Zero Injury’ organisation. The Compass, your Company’s strategic framework, integrates Safety as a non-negotiable value. Over the past years, your Company has not reported and injuries across its operations.

This has been achieved through a combination of training and hardware upgradation leveraging core technology concepts and safety standards from the Company. Sustainability is deeply rooted in all the operations of your Company ranging from sourcing to Production and logistics. Your Company’s aim is to achieve significant reduction in environmental impact of operations.

Your Company has used various majors for conservation of energy. Several efforts has been conferred by your Company in the spheres of Safety, Environment and Sustainability.

Human Resources

Your Company’s Human Resource agenda remained focused on reinforcing the key thrust areas; being the employer of choice on campus, building an inclusive culture and a strong talent pipeline, institutionalizing mission critical capabilities in the organisation, driving greater employee engagement and continuing to focus on progressive employee relation policies.

Your Company has developing future leaders and having the best people practices. The Company continued to build on the Diversity and Inclusion agenda.

Keeping in view of its "Research Program Outsourcing (RPO)" philosophy, the company is working on to create "Pool of Scientists". This pool is created in the following two ways:

- By in-house training, through the Study Programs conducted at our Registered Office.
- Through contact program in which our team contacts the premier Biotech Institute in India and internationally to make a "Brain Pool" by inducting the cream talents in the field.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as Annexure A(1) to this Report.

Details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as Annexure A (2) to this Report and are available at the Registered Office of the Company during working hours before 21 days of the Annual General Meeting and shall be made available to any shareholder on request.

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor

Sr. No.	Name of Ratio	Current Financial Year Ratio	Previous Financial Year Ratio	Percentage of Change in Ratio	Explanation therefor
1	Debtors Turnover Ratio	1.228	0	100	Due to increase in Trade Receivable at year end
2	Inventory Turnover Ratio	0	0	-	-
3	Current Ratio	2.89	5.308	-45.55	Due to increase in trade payable during the year
4	Debt Equity Ratio	0	0.245	-100	Due to repayment of Debts during the year
5	Operating Profit Margin	0.33	-2.447	-113.49	Due to increase in Sales
6	Net Profit/(Loss) Margin	0.238	-0.132	-280.3	Due to increase in Sales

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof

Sr. No.	Name of Ratio	Current Financial Year Ratio	Previous Financial Year Ratio	Percentage of Change in Ratio	Explanation therefor
1	Return on Net Worth	0.184	-0.003	-6233.33	Due to increase in Sales

Total Remuneration paid to Statutory Auditors: Rs.25,000/-

Risks and concerns

There is a rich public debate about how the potential risks associated with biotechnology methods and bio industry products should be assessed and about whether and how bioethics should influence public policy. A general structure for guiding public policy discourse is emerging but is not fully developed. Groups perceive risks differently depending on their culture, scientific background, perception of government, and other factors. Expert opinion supports a range of positions. Deeply and honestly held but often conflicting beliefs and values about nature, animals, and the community good animate the debate. The result is that biotechnology issues are often highly contentious and debated on both scientific and ethical grounds. Two contemporary examples are:

❖ Do human social benefits such as living a longer and leading more productive life due to biotechnology outweigh the harm that an animal or groups of animals must experience to produce those benefits.

❖ Should an insurance company require information about an individual's genetic inheritance as a condition of eligibility for health insurance?

Biotechnology's risks are sometimes purely conjectural. Without research and clinical trials, risks cannot be fully assessed. Yet conjectural and ethical issues are important because biotechnology affects not only human practices and economic sectors, but also medical practices and the relationship between humanity, animals and the environment.

In Paul Thompson's view, [Biotechnology] is not simply another type of mechanical or chemical creation aimed at making the world better for us. In this instance, we are not simply reshaping matter, but are harnessing life. By manipulating life and natural evolution, we are taking the process that shaped our existence and that of every other living organism on the planet and restructuring it for our own benefit.

Internal control system

The company has started its commercial activity. However, the management is having a highly professional outlook at the adequate control system during all its commercial activities.

FINANCIAL RESULTS

The company performance for the financial year ended on March 31st, 2023 is summarized below:

Particulars	In Rs.	
	2022-23	2021-22
Revenue from Operations	27,225,190	7,05,640.00
Other Income	4,25,453	8,40,070.00
Total Revenue	2,76,50,643	15,45,710.00
Total Expenses	1,85,18,860	57,53,985.00

Profit before Exceptional Items and Tax	91,31,783	(42,08,275.00)
Exceptional Item	26,43,164	41,91,783.00
Profit before Tax	64,88,619	(16,492.00)
Tax Expenses	6,080	76,910.00
Profit After Tax for the year	64,82,539	(93,402.00)
Paid up Capital (in No. of shares @ Rs. 10 each share)	30,54,500	30,54,500

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the Financial Year ended 2023 under review, the Company has earned the profit of Rs. 64,82,539/- against the loss of Rs. 93,402/- in the previous Financial Year ended 2022.

Cautionary Statement

Certain statements in the above section may be forward looking and be based on expectations/ projections about the future. Company's actual results, performance could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any of such forward looking statements on the basis of subsequent developments, information or events.

LEGAL GOVERNANCE AND BRAND PROTECTION

Corporate Governance

Your Company is renowned for exemplary governance standards since inception and continues to lay a strong emphasis on transparency, accountability and integrity.

The new Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law and had proactively adopted many provisions of the new law, ahead of time. Your Company is committed to embrace the new law in letter and spirit. In line with the requirements of new law, your Company has constituted new Board Committees. Your Company has in place all the statutory Committees required under the law. Details of Board Committees along with their terms of reference, composition and meetings of the Board and Board Committees held during the year, are provided in the Corporate Governance Report.

Your Company has adopted new policies under SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in line with new governance requirements. These policies are available on the website of the Company at www.genomicvalley.com the Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

During the year, Secretarial Audit was carried out by SBR & Co. LLP, Company Secretaries, Secretarial Auditor of the Company for the financial year 2022-23. There was no qualification, reservation or adverse remarks given by Secretarial Auditors of the Company. The detailed report on the Secretarial Audit is appended as an Annexure E to this Report.

The extract of annual return in Form MGT-9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure B to this Report and also uploaded the annual return on the website of the Company with the weblink <http://www.genomicvalley.com/investorrelationpage.htm> .



A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and annexed as Annexure C to this Report.

A Certificate of the Managing Director and CFO of the Company in terms of Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

Related Party Transactions

In line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at www.genomicvalley.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. Transactions with related parties as per AS – 18 have been disclosed in the notes forming part of Financial Statements. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

Corporate social Responsibility (CSR)

The Corporate Social Responsibility and Governance Committee (CSR & G Committee) has not been formulated because this provision is not applicable according to section 135 of the companies Act 2013.

Risk Management

Your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board as follows:

- (a) Overseeing and approving the Company's enterprise wide risk management framework; and
- (b) Overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. A Risk Management Policy was reviewed and approved by the Committee. The Company manages monitors and reports on the Principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organisational structures, processes, standards, code of conduct and behaviours together form the Management System that governs how the Group conducts the business of the



Company and manages associated risks. The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by all three being fully aligned wide Risk Management, Internal Control and Internal Audit methodologies and processes.

Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has complied with provisions related to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2022-23, the Company has not received any complaints on sexual harassment and also, no complaint is pending on sexual harassment.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92(3) of the Companies Act, 2013 is annexed herewith as Annexure-B and forms an integral part of this report. Weblink for Annual Return is <https://www.genomicvalley.com/gvblreports.htm> .

Disclosure regarding maintenance of Cost Records

The Company has not required maintaining cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

A. CONSERVATION OF ENERGY

i. **The Company ensures that all possible measures are taken to conserve energy including identification of potential areas of saving energy, installation of energy efficient equipments.**

ii. **Steps taken by the Company for utilizing alternate sources of energy:**

The Company has used various majors for conservation of energy.

iii. **Capital investment on energy conservation equipments: NIL**

B. TECHNOLOGY ABSORPTION

i. **Efforts made towards technology absorption:**

The company has developed fully equipped Greenhouse /Poly-house erection team which undertake contracts for its clients for erecting greenhouses/poly houses at their sites and provide turnkey consultancy and support to the client so that they can get profit out of their investment. The company is also committed to buy back the produce of the greenhouses/poly houses at a Minimum Assured Price if the grower wishes to sell his produce to the company thus ensuring a assured minimum profit to it.

Our Research Team wish to conduct Basic Research in Premier Institute in the country in the following prospective fields:



Agriculture

- Crop Biotechnology
- Bio fertilizers
- Bio pesticides and Crop Management
- Plant Biotechnology

Plant Tissue Culture Micopropogation

- Bioprospecting and Molecular taxonomy
- Biofuels
- Medicinal and Aromatic Plants

Medical Biotechnology

- Vaccines
- Diagnostic
- Drug Development
- Human Genetics and Genome Analysis

ii. Benefits derived:

The Company is extensively involved in Commercial Greenhouse/Poly house Cultivation of crops over the year and market the produce profitably. It keeps on changing the crop mix from time to time to meet the seasonal and market demand. Also it is involved in commercial Horticulture activities with Aloe vera, Tomato, Bitter Gourd, Bottle Gourd, Brinjal, Broccoli, Cabbage, Capsicum, Carrot, Cauliflower, Cucumber, Green Chillies, Onion, Radish, Ridge/Sponge Gourd, Leafy Vegetables, Pumpkin, Banana, Guava, Papaya, and Strawberry.

iii. Imported technology:

- a. Detail of Technology: Nil
 - b. The technology is imported during the year 2021-22: Nil
 - c. This technology is fully absorbed: Not Applicable
- iv.** The expenditure incurred on Research and Development is Rs Nil.

C. FOREIGN EXCHANGE EARNING AND OUTGO

- i. The Company has not earned any foreign exchange during the year under review.**
- ii. The Company has not incurred any foreign exchange outgo during the year under review.**

Deposit from Public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

Names of the Companies which have become or ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies during the year

During the year, there is no such company which has become or ceased to be Company's subsidiary, joint venture or associate company under review.



Significant and Material Orders

During the year under review, there are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

Change in Nature of Business

During the year there is no change in nature of business of the Company under review.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness was observed.

Code of Conduct for Directors and Senior Management

In compliance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has formulated Code of Conduct for the Board members and senior management personnel of the Company so that the Company's business is conducted in an efficient and transparent manner without having any conflict of personal interests with the interests of the Company. All the members of the Board and senior management personnel have affirmed compliance with the Code of Conduct.

Declaration by the CEO/Managing Director

It is hereby declared that the Company has obtained from each individual member of the Board of Directors and the Senior Management confirming that none of them has violated the conditions of the said Code of Conduct.

RELATIONSHIP BETWEEN DIRECTORS INTER-SE

Directors are related to each other within the meaning of the term "relative" as per Section 2(77) of the Act and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015. Details given in Corporate Governance Report are forming part of this report.

PARTICULARS OF LOANS AND BORROWINGS TAKEN BY THE COMPANY

The Company has not taken any Loans and Borrowings during the year under review.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the Company has not made any loans or, guarantee, or provided any security or made any investments pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Rules made thereunder.

ACCOUNTING TREATMENT

The Company has adopted Indian Accounting Standards (Ind AS) notified by Ministry of Corporate Affairs from 1st April 2017, with a transition date 1st April 2016 and accordingly these financial statement have been prepared in accordance with the companies (Indian Accounting Standard) Rules, 2015 prescribed under section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. The financial statements have been prepared on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

VIGIL MECHANISM

The Company has established a vigil mechanism for adequate safeguards against victimization of directors and employees of the Company. For details, please refer to the Corporate Governance Report attached to the Annual Report.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, there no pecuniary relationship or transactions has taken place between the Company and Non-Executive Directors of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Pradeep Gupta has resigned from the post of Non-Executive (Independent) Director of the Company from close of business hours on 31st March, 2023.

Mr. Satendra Kumar Goyal has resigned from the post of Non-Executive (Independent) Director of the Company from close of business hours on 31st March, 2023.

Mr. Kapoor Chand Garg has been appointed as Additional Non-Executive (Independent) Director on the Board w.e.f. 31st March, 2023. He resigned from the Company with effect from 30th June, 2023.

Mr. Rahul Kumar Pathak has been appointed as Additional Non-Executive (Independent) Director on the Board w.e.f. 31st March, 2023. He resigned from the Company with effect from 30th June, 2023.

Mr. Praveen Kumar Mishra has been appointed as an Additional Non-Executive (Independent) Director on the Board with effect from 30th June, 2023 who shall be regularised as Non-Executive (Independent) Director in ensuing general meeting subject to the approval of shareholders of the Company.

Ms. Jyoti Bansal has been appointed as an Additional Non-Executive (Independent) Director on the Board with effect from 30th June, 2023 who shall be regularised as Non-Executive (Independent) Director in ensuing general meeting subject to the approval of shareholders of the Company.

Mr. Hanuman Prasad has been appointed as Company Secretary and Compliance Officer of the Company with effect from 06th December, 2021. He resigned from the Company with effect from 23rd June, 2022.

Mr. Pritam has been appointed as Company Secretary and Compliance Officer of the Company with effect from 21st December, 2022. He resigned from the Company with effect from 01st March, 2023.

Mrs. Anupam Aditya has been appointed as Company Secretary and Compliance Officer of the Company with effect from 31st March, 2023.

Mr. Lalit Shah has resigned from the post of Chief Financial Officer (KMP) from close of business hours on 31st March, 2023. Mr. Yogesh Agrawal has been appointed as Chief Financial Officer of the Company with effect from 30th June, 2023.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs. Parul Agrawal Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered herself for re-appointment.

The Company has received declarations from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.



On the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

A separate meeting of the independent directors ("Annual ID meeting") was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman. After convening the Annual ID meeting, the collective feedback of each of the Independent Directors was discussed by the Chairman of the NRC with the Board's Chairman covering performance of the Board as a whole; performance of the non-independent directors and performance of the Board Chairman.

The details of Policy for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: www.genomicvalley.com.

The following policies has been adopted by the Company which are put up on the website of the Company at the link: www.genomicvalley.com:

- (a) Policy for selection of Directors and determining Directors independence; and
- (b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

Nomination and Remuneration Policy

The Company has adopted the policy and procedures with regard to Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management consistent with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee and this policy shall be compliance in with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The key objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of directors, KMP and senior management.
- b) Formulate the criteria for determining qualifications, positive attributes, and independence of a director and recommend the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- c) Formulation of criteria for evaluation of Independent Directors and the Board.
- d) To evaluate the performance of the members of the Board and provide necessary report to the Board.
- e) To recommend to the Board remuneration payable to the directors, key managerial personnel and senior management.
- f) To retain, motivate and promote talent of directors, managerial personnel required to run the Company successfully.
- g) To assist the Board in fulfilling responsibilities.
- h) To implement and monitor policies and processes regarding principles of corporate governance.

The policy to regulate the Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management is available on the website of the Company www.genomicvalley.com and annexed as Annexure D to this Report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditor

M/s Andros & Co., Chartered Accountant was appointed as statutory auditors of the Company in the Annual General Meeting held on 23rd August, 2019 for five years. The Board of Directors has approved the ratification of appointment of M/S ANDROS & CO. (Firm Reg. No.008976N), Chartered Accountants, Delhi as Statutory Auditors of the Company for the financial year 2023-24 to hold office from the conclusion of 29th Annual General Meeting till the conclusion of the 30th Annual General Meeting and fix their remuneration for the financial year 2023-24 subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company.

M/s Andros & Co. has conducted the Statutory Audit of the Company for the Financial Year 2022-23.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any observation, qualification, reservation or adverse remark.

Internal Auditor

Navjyoti Kumar Jha has been appointed as Internal Auditors of the Company to conduct the Internal Audit of the company for the Financial Year 2022-23.

Secretarial Auditor

The Company has appointed SBR & Co. LLP, Company Secretaries as Secretarial Auditors of the Company for carrying out the secretarial audit for the financial year 2022-23 in the Board Meeting held on 28.05.2022 at such remuneration as may be decided mutually by Managing Director of the Company and the Secretarial Auditor.

The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed as Annexure E to this Report. The Secretarial Audit Report does not contain any observation, qualification, reservation or adverse remark.

CAUTIONARY STATEMENT

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

APPRECIATIONS AND ACKNOWLEDGMENTS

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain as industry leaders.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, redistribution stockiest, retailers, business partners and others associated with the Company as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company's Endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

For and on behalf of
Genomic Valley Biotech Limited

sd/-
Yogesh Agrawal
Managing Director
DIN-01165288
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

sd/-
Parul Agrawal
Director
DIN-01165188
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

Date: 04.09.2023
Place: Haryana



Annexure A to the Board Report

1. Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of the Director/KMP and Designation	Remuneration of Director/KMP for the Financial Year 2022-23 (In Rs.)	% Increase in Remuneration in the Financial year 2022-23	Ratio of remuneration of each Director to median remuneration of Employees
1.	Mr. Yogesh Agrawal (Managing Director)	6,00,000	8.33	1002.72%
2.	Mr. Hanuman Prasad (Company Secretary & Compliance officer) from 06 th December, 2021 to 23 rd June, 2022	59,837/-	20.22	100%
3	Mr. Pritam (Company Secretary & Compliance officer)	35,000/-	NA	58.50%

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 59,837/-
- (iii) The percentage decrease in the median remuneration of employees in the financial year 2022-23 is 33.14%.
- (iv) There were 3 permanent employees on the rolls of Company as on March 31, 2023.
- (v) Average Percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil
- (vi) It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.



2. Statement of Disclosure of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. Detail of Top ten employee in terms of remuneration drawn:

S.No.	Particulars	Name of the Top 10 Employees						
		1	2	3	4	5	7	8
	Name of the Top Ten Employees	Sanjoy Gupta	Lalit Shah	Himanshu Indoria	Hanuman Prasad	Naveen Kishore Gupta	Ankit Saini	Pritam
1	Designation	General Manager(Policy Planning & Procurement)	General Manager (Agriculture & Planning) and Chief Financial Officer w.e.f 02.09.2017	Supervisor – Agriculture & Horticulture	Company Secretary	General Manager- Exports	Agriculture Supervisor	Company Secretary
2	Remuneration received	48850	-	3500	59837	315000	92130	35000
3	Nature of employment	Payroll	Payroll	Payroll	Payroll	Payroll	Payroll	Payroll
4	Qualification & Experience	M.Sc. Chemistry from D.U., 35 Yrs.	B. (Sc), 22 Yrs.	B.(SC), 5 Yrs.	Company Secretary, 2 Yrs.	M.Com	B.(SC), 2 Yrs.	Company Secretary, 1 Yrs.
5	Date of Commencement of employment	01.04.2015	01.01.2016	20.09.2019	06.12.2021	01.10.2021	01.04.2021	21.12.2022
6	Age	59	51	25	32	66	26	26
7	Last Employment	Shreeram Industrial Enterprises Ltd	Self Employed	Cogent EService Pvt. Ltd.	CA Leeladhar & Prajapat & Co.	Self Employed	Self Employed	Self Employed
8	Percentage of Equity shares held	NIL	NIL	NIL	NIL	0.003	NIL	NIL
9	Relationship with any director or manager and name of the such director	NA	NA	NA	NA	Brother in Law of Mr. Yogesh Agrawal, Managing Director & Brother in Law of Mrs. Parul Agrawal, Director	NIL	NA

- ii. Employee in the Company in receipt of remuneration aggregating more than Rs. 1,02,00,000 per annum being employed throughout the financial year and Rs. 8,50,000 or more per month being employed for part of the year: NIL
- iii. Employees in the Company who employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NIL

For and on behalf of
Genomic Valley Biotech Limited

sd/-
Yogesh Agrawal
Managing Director
DIN-01165288
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

sd/-
Parul Agrawal
Director
DIN-01165188
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

Date: 04.09.2023
Place: Haryana



Annexure B to the Board Report

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2023**

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014)

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L01122HR1994PLC033029
2.	Registration Date	16/05/1994
3.	Name of the Company	GENOMIC VALLEY BIOTECH LIMITED
4.	Category/Sub-category of the Company	PUBLIC COMPANY/LIMITED BY SHARE
5.	Address of the Registered office & contact details	4 K.M. STONE, BERRI CHHARRA ROAD,P.O. TANDAHERI, TEHSIL-BAHADURGARH, DISTT-JHAJJAR, HARYANA- 124507 Contact: +91-9811341542
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Private Limited Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhDass Mandir, New Delhi-110062. Phone- 91-11-2996 1281-83 Fax- 91-11-2996 1284 Email- beetal@beetalfinancial.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	HORTICULTURE BUSINESS	01132	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Address of the Company	CIN/ GNL	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	NA	NA	NA	NA	NA

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding**

CATEGORY Code	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2022				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2023				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	2051945	0	2051945	67.18	2072450	0	2072450	67.85	0.67



(b)	Central Government/State Government(s)	0	0	0	0	0	0	0	0	
(c)	Bodies Corporate	0	0	0	0	0	0	0	0	
(d)	Financial Institutions/Banks	0	0	0	0	0	0	0	0	
(e)	Others	0	0	0	0	0	0	0	0	
	Sub-Total A(1)	2051945	0	2051945	67.18	2072450	0	2072450	67.85	0.67
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0	0	0	0	0	
(b)	Bodies Corporate	0	0	0	0	0	0	0	0	
(c)	Institutions	0	0	0	0	0	0	0	0	
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	
(e)	Others	0	0	0	0	0	0	0	0	
	Sub-Total A(2)	0	0	0	0	0	0	0	0	
	Total A=A(1)+A(2)	2051945	0	2051945	67.18	2072450	0	2072450	67.85	0.67
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds/UTI	0	0	0	0	0	0	0	0	
(b)	Financial Institutions/Banks	0	0	0	0	0	0	0	0	
(c)	Central Government/State Government(s)	0	0	0	0	0	0	0	0	
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	
(e)	Insurance Companies	0	0	0	0	0	0	0	0	
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	
(h)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	
(i)	Others	0	0	0	0	0	0	0	0	
	Sub-Total B(1)	0	0	0	0	0	0	0	0	



(2)	NON- INSTITUTIONS									
(a)	Bodies Corporate	20000	0	20000	0.65	0	0	0	0	0.65
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	811	20850	21661	0.71	242	20850	21092	0.69	0.02
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	960894	0	960894	31.46	960958	0	960958	31.46	0.00
(c)	Others									
	CLEARING MEMBERS	0	0	0	0	0	0	0	0	
	NON RESIDENT INDIANS	0	0	0	0	0	0	0	0	
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	
	Sub-Total B(2) :	981705	20850	1002555	32.82	961200	20850	982050	32.15	0.67
	Total B=B(1)+B(2) :	981705	20850	1002555	32.82	961200	20850	982050	32.15	0.67
	Total (A+B) :	3033650	20850	3054500	100	3033650	20850	3054500	100	-
(C)	Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	
	GRAND TOTAL (A+B+C) :	3033650	20850	3054500	100	3033650	20850	3054500	100	

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Yogesh Agrawal	1786750	58.49	0	1766245	57.82	0	0.67
2	Mrs. Parul Agrawal	283700	9.29	0	283700	9.29	0	-



3	Ms. Ojaswini Avantika	2000	0.07	0	2000	0.07	0	-
	TOTAL	2072450	67.85	0	2072450	67.85	0	-

C) Change in Promoters' Shareholding

SN	Shareholder's Name	Shareholding at the beginning of the year	% of total Shares of the company	Date of Acquisition, Transfer and Dispose off/Sale off	No. of shares Acquired, Transferred and Disposed off/Sale off	Acquisition, Transfer and Dispose off/Sale off	Shareholding at the end of the year	% of total Shares of the company
1	YOGESH AGRAWAL	1786750	58.4957	17-Feb-23	-20505	Sell	1766245	57.8244
				31-Mar-23			1766245	57.8244
2	PARUL AGRAWAL	283700	9.2879	31-Mar-23			283700	9.2879
3	OJASWINI AVANTIKA	2000	0.0655	31-Mar-23			2000	0.0655

D) Shareholding Pattern of top ten Shareholders as on 31st March 2023: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Shareholder's Name	Shareholding at the beginning of the year	% of total Shares of the company	Date of Acquisition, Transfer and Dispose off/Sale off	No. of shares Acquired, Transferred and Disposed off/Sale off	Acquisition, Transfer and Dispose off/Sale off	Shareholding at the end of the year	% of total Shares of the company
1	HARISH CHANDRA SHARMA	348443	11.4075	13-May-22	-10	Sell	348433	11.4072
			0	20-May-22	-16	Sell	348417	11.4067
			0	27-May-22	-15	Sell	348402	11.4062
			0	04-Nov-22	-10	Sell	348392	11.4059
			0	11-Nov-22	-2	Sell	348390	11.4058
			0	18-Nov-22	-1	Sell	348389	11.4058
			0	16-Dec-22	-2	Sell	348387	11.4057
			0	23-Dec-22	-1	Sell	348386	11.4057
			0	06-Jan-23	-2	Sell	348384	11.4056
			0	31-Mar-23			348384	11.4056
2	DEEPTI AGGARWAL	336000	11.0002	31-Mar-23			336000	11.0002
3	AMAR AGGARWAL	276510	9.0525	31-Mar-23			276510	9.0525
4	SSR FOOTCARE PRIVATE LIMITED	20000	0.6548	31-Mar-23			20000	0.6548
5	AVANI GUPTA	4000	0.131	31-Mar-23			4000	0.131
6	PARTEEK GUPTA	4000	0.131	31-Mar-23			4000	0.131
7	REVATHI KOTTARU	2	0.0001	02-Dec-22	1	Purchase	3	0.0001
			0	23-Dec-22	1	Purchase	4	0.0001
			0	06-Jan-23	2	Purchase	6	0.0002
			0	17-Feb-23	500	Purchase	506	0.0166
			0	31-Mar-23			506	0.0166



8	NITIN KISHORE GUPTA	198	0.0065	20-May-22	11	Purchase	209	0.0068
			0	27-May-22	10	Purchase	219	0.0072
			0	31-Mar-23			219	0.0072
9	ANWAR SAIDKHAN	200	0.0065	31-Mar-23			200	0.0065
10	ANWAR SAIDKHAN	200	0.0065	31-Mar-23			200	0.0065
11	DEEBA YUNUS	200	0.0065	31-Mar-23			200	0.0065
12	SYED MOHD JAMAL	200	0.0065	31-Mar-23			200	0.0065
13	RASIKLAL H NARECHANIA	200	0.0065	31-Mar-23			200	0.0065
14	RAGHUNANDAN KRUSHNASHANKER JOSHI	100	0.0033	31-Mar-23			100	0.0033
15	MONICA MAHESH PATEL	100	0.0033	31-Mar-23			100	0.0033

E) Shareholding of Directors and Key Managerial Personnel as on 31st March 2023:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Yogesh Agrawal (Managing Director)	1786750	58.49	17-Feb-23	-20505	Sell	1766245	57.82
2.	Parul Agrawal (Director)	2,83,700	9.29	NA	NA	NA	2,83,700	9.29
3.	Satendra Kumar Goyal (Director)	25	0.00	NA	NA	NA	25	0.00
4.	Pradeep Gupta (Director)	NIL	NIL	NA	NA	NA	NIL	NIL
5.	Lalit Shah (Chief Financial Officer)	NIL	NIL	NA	NA	NA	NIL	NIL
6.	Kapoor Chand Garg (Director)	NIL	NIL	NA	NA	NA	NIL	NIL
7.	Rahul Kumar Pathak (Director)	NIL	NIL	NA	NA	NA	NIL	NIL

V) INDEBTEDNESS -Indebtedness of the Company including Service charge outstanding/accrued but not due for payment as on 31st March 2023: (In Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	7,045,000.00	-	7,045,000.00
ii) Service charge due but not paid	-	-	-	-
iii) service charge accrued but not due	-	-	-	-
Total (i+ii+iii)	-	7,045,000.00	-	7,045,000.00



Change in Indebtedness during the financial year				
Addition (Service charge)	-	-	-	-
Reduction	-	7,045,000.00	-	7,045,000.00
Net Change	-	7,045,000.00	-	7,045,000.00
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in Rs.)

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Yogesh Agrawal	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	6,00,000	6,00,000
	Ceiling as per the Act		Rs. 60,00,000



B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount
		Pradeep Gupta	Satendra Kumar Goyal	Kapoor Chand Garg	Rahul Kumar Pathak	Parul Agrawal	
1	Independent Directors	NIL	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act						Rs. 60,00,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel				Total
		Anupam Aditya (Company Secretary & Compliance Officer)	Hanuman Prasad (Company Secretary & Compliance Officer)	Pritam (Company Secretary & Compliance Officer)	Lalit Shah (CFO)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	59,837/-	35,000/-	-	94,837/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0



3	Sweat Equity	0	0	0	0	0
4	Commission	0	0	0	0	0
	- as % of profit	0	0	0	0	0
	others, specify...	0	0	0	0	0
5	Others, please specify	0	0	0	0	0
	Total	-	59,837/-	35000/-	-	94,837/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of
Genomic Valley Biotech Limited

sd/-
Yogesh Agrawal
Managing Director
DIN-01165288
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

sd/-
Parul Agrawal
Director
DIN-01165188
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

Date: 04.09.2023
Place: Haryana



Annexure C to the Board Report

ANDROS & CO.
CHARTERED ACCOUNTANTS

901, TOWER-1, PEARL OMAXE, PLOT B-1,
NETAJI SHUBHASH PLACE, PITAMPURA
DELHI-110034
Ph-011-47060901
Email: cabhavukgarg@gmail.com

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Genomic Valley Biotech Limited
4 K.M. Stone, Berri Charra Road,
P.O. Tanda Heri, Tehsil- Bahadurgarh,
Distt. Jhajjar, Haryana-124507

We have examined the compliance of conditions of Corporate Governance by Genomic Valley Biotech Limited (**'the Company'**) for the year ended 31 March, 2023, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For ANDROS & CO.
CHARTERED ACCOUNTANT
FRN: 0008976N

sd/-
(CA Bhavuk Garg)
(Partnership Firm)
(Membership No.-502310)
UDIN: 23502310-BGUYNB-1363

Date: 04.09.2023
Place: New Delhi



Annexure D to the Board Report

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION:

The Board of Directors (the “Board”) of Genomic valley Biotech Limited (the “Company” or “GVBL”) has adopted the following policy and procedures with regard to Nomination and Remuneration.

In terms of the provisions of the Companies Act, 2013 and SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee (“NRC”) and approved by the Board of Directors of the Company.

2. CONSTITUTION OF COMMITTEE:

The Board of Directors of the Company (the Board) constituted the Committee known as Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one half are independent directors. The chairman of the Committee is an Independent Director. However, Chairperson of the Board (executive or non executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

3. OBJECTIVE:

The Nomination and Remuneration Committee and this policy shall be compliance in with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015.

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The key objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of directors, KMP and senior management.
- b) Formulate the criteria for determining qualifications, positive attributes, and independence of a director and recommend the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- c) Formulation of criteria for evaluation of Independent Directors and the Board.
- d) To evaluate the performance of the members of the Board and provide necessary report to the Board.
- e) To recommend to the Board remuneration payable to the directors, key managerial personnel and senior management.
- f) To retain, motivate and promote talent of directors, managerial personnel required to run the Company successfully.
- g) To assist the Board in fulfilling responsibilities.
- h) To implement and monitor policies and processes regarding principles of corporate governance.

4. APPLICABILITY:

- a) Directors (Executive and Non-Executive)
- b) Key Managerial Personnel (KMP)
- c) Senior Management

5. DEFINITIONS:

“Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“Board” means Board of Directors of the Company.

“Directors” means Directors of the Company.

“Key Managerial Personnel” means

- a) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole Time Director;
- b) Chief Financial Officer;



- c) Company Secretary; and
- d) such other officer as may be prescribed.

“Senior Management” means the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined under the Companies Act, 2013 as may be amended from time to time.

6. POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT:

I. APPOINTMENT CRITERIA AND QUALIFICATION:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or Key Managerial Personnel or Senior Management and recommend to the Board for his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any director as Whole Time Director who has attained the age of seventy years. Provided that the term of a person holding such office may be extended beyond the age of 70 years with the approval of the shareholders by passing a special resolution. The explanatory statement to be annexed to the notice for passing of such special resolution should indicate the justification for extension of appointment of such person beyond seventy years.

II. TERM / TENURE:

a) Managing Director / Whole Time Director:

The Company shall appoint or re-appoint any person as its Managing Director / Whole Time Director for a term not exceeding five years at a time.

b) Independent Director:

An Independent Director hold office for a term upto five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board’s Report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-Time Director of a listed company or such other number as may be prescribed in the Act.

III. EVALUATION:

The Committee shall carry out evaluation of performance of every director, key managerial personnel and senior management at annual intervals.

IV. REMOVAL:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules or regulations there under, the Committee may recommend, to the Board with reasons recorded in writing , removal of a Director, Key Managerial Personnel and/or Senior Management Personnel subject to the provisions of the Act, rules and regulations of the said Act.



V. RETIREMENT:

The Director, Key Managerial Personnel and Senior Management Personnel shall retire as per the applicable provisions of the Act. The Board may have the discretion to retain a Director, Key Managerial Personnel and/or Senior Management Personnel in the same position remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

7. POLICY FOR REMUNERATION TO DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:

A. Remuneration to Managing/Whole-time/Executive/Managing Director, Key Managerial Personnel and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per the provisions of the Companies Act, 2013 and the rules made there under or any other enactment for the time being in force.

B. Remuneration to Independent Directors:

The Non-Executive Independent Director may receive sitting fees subject to ceiling / limits as provided under the Companies Act, 2013 and rules made there under of any other enactment for the time being in force.

C. Roles and Responsibility in relation to Nomination Matters:

- a) Ensure that there is appropriate induction/policy in place for new Directors and members for senior management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the guidelines provided under the Act;
- c) Identifying and determining the Directors who are to retire by rotation.
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Evaluating the performance of the Board Members and Senior Management in the context of the Company's performance from compliance and business perspective;
- f) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the termination or suspension of service of an Executive Director as employee of the Company subject to the provision of the law.
- g) Recommend any necessary changes to the Board.
- h) Considering any other matters, as may be requested by the Board.

D. In Relation to Remuneration Matters:

The duties of the Committee in relation to remuneration matters include:-

- a) Considering and determining the Remuneration Policy, based on the performance and also Bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) Approving the remuneration of the Senior Management including key managerial personnel of the Company, and maintain a balance between objectives appropriate to the working of the Company.
- c) Delegating any of its powers to one or more of its members or the Secretary of the Committee.
- d) Considering any other matters as may be requested by the Board.

8. REVIEW AND AMENDMENT

- a) The Committee or the Board may review the Policy as and when it deems necessary.
- b) The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementations to this Policy, if it thinks necessary.
- c) This Policy may be amended or substituted by the Committee or by the Board as and when required where there is any statutory change necessitating change in the policy.



Annexure E to the Board Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

The Members,

Genomic Valley Biotech Limited

CIN L01122HR1994PLC033029

4 K.M. Stone, Berri Chharra Road Vill.,

P.O. Tandaheri, Teh. Bahadurgarh,

Distt. Jhajjar, Haryana-124507

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Genomic Valley Biotech Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the audit period)**; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period)**
- (i) Other regulations of the Securities and Exchange Board of India as are applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
2. The Listing Agreements entered into by the Company with the National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meeting, Agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



All the decisions in the Board Meeting and Committee meeting are carried out by requisite majority and recorded in the minutes of the meetings of the Board of Directors and committee of the Board of Directors, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further reported that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For and on behalf of
SBR & Co. LLP**

**Rohit Batham
Designated Partner
Membership No.: A37260
CP No.: 19095
Peer review no.: 1631/2021**

**Place: Ghaziabad
Date: 04th September 2023**

UDIN: A037260E000929635

This report is to be read with our letter of even date which is annexed as "Annexure 1" and forms an integral part of this report.



ANNEXURE -1

To,

The Members,

Genomic Valley Biotech Limited

CIN L01122HR1994PLC033029

4 K.M. Stone, Berri Chharra Road Vill.,

P.O. Tandaheri, Teh. Bahadurgarh,

Distt. Jhajjar, Haryana-124507

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For and on behalf of
SBR & Co. LLP**

**Rohit Batham
Designated Partner
Membership No.: A37260
CP No.: 19095
Peer review no.: 1631/2021**

Place: Ghaziabad

Date: 04th September 2023

UDIN: A037260E000929635



CORPORATE GOVERNANCE

Transparency and accountability are the two basic tenets of Corporate Governance. At Genomic Valley Biotech Limited (GVBL), we feel proud to belong to a Company for good governance long back and made it an integral principle of the business, as demonstrated in the words above.

Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At GVBL, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Principles is an extension of our values and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business activities with integrity. Our Code of Business Principles inspires us to set standards which not only meet applicable legislation but go beyond in many areas of our functioning.

To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

The Board of Directors has adopted 'Corporate Governance Code' for the Company which is a statement of practices and the procedures to be followed by the Company. The copy of the code is available on Company's website www.genomicvalley.com.

THE BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management of the Company is headed by the Managing Director and has business / functional heads as its members, which look after the management of the day-to-day affairs of the Company.

Composition

The Board comprises such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. As on date of this Report, the Board consists of four Directors comprising one Non-Executive director, Two Independent Directors and One Executive Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The details of each member of the Board along with the number of Directorship(s) / Committee Membership(s)/Chairmanship(s) and date of joining the Board are provided herein below:

Composition and Directorship(s) / Committee Membership(s)/Chairmanship(s) as on 31st March, 2023

Name	Date of Joining the Board	No. of Directorship held in other Companies	*No. of Board Committee Membership held in other Companies.	*No. of Board Committee Chairmanship held in other Companies.
Mr. Yogesh Agrawal	15-03-1996	1	-	-
Mrs. Parul Agrawal	29-09-2010	1	-	-
Mr. Satendra Kumar Goyal	30-06-2020	0	-	-
Mr. Pradeep Gupta	28-06-2014	1	-	-

Mr. Kapoor Chand Garg	31-03-2023	1	-	-
Mr. Rahul Kumar Pathak	31-03-2023	0	-	-

*Includes Membership and chairmanship only in Audit committee, Stakeholder relationship Committee.

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions including the changes in other listed companies as on 31 March, 2022 have been made by the Directors as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Appointment and Tenure

The Directors of the Company are appointed by Members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Managing Director and Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Managing Director of the Company has been appointed for a term of five years in the Last Annual General Meeting as per the requirement of the statute.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
-
- The Independent Directors will serve a maximum of two terms of five years each.
-
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013.

Board Independence

Our definition of 'Independence' of Directors is derived from Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 149(6) of the Companies Act, 2013.

Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held at registered office. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman of the Company. The Agenda is circulated a week prior to the date of the meeting.

The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the Financial Year 2022-2023, Eight Board meetings were held on 28/05/2022, 20/07/2022, 12/11/2022, 26/11/2022, 21/12/2022, 21/01/2023, 10/02/2023, and 31/03/2023. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

Board Business

The normal business of the Board includes:

- framing and overseeing progress of the Company's annual plan and operating framework;
- framing strategies for shaping of portfolio and direction of the Company and for corporate resource allocation;
- reviewing financial plans of the Company;
- reviewing quarterly and annual business performance of the Company;
- reviewing the Annual Report and accounts for adoption by the Members;
- reviewing the progress of various functions and businesses of the Company;
- reviewing the functioning of the Board and its Committees;
- considering and approving declaration / recommendation of dividend;
- reviewing and resolving fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems or significant labour issues, if any;
- reviewing the details of significant development in human resources and industrial relations front;
- reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement;
- reviewing compliance with all relevant legislations and regulations and litigation status, including materially important show cause, demand, prosecution and penalty notices, if any;
- reviewing Board Remuneration Policy and individual remuneration packages of Directors;
- advising on corporate restructuring such as merger, acquisition, joint venture or disposals, if any;
- appointing Directors on the Board and Members of Management Committee;
- reviewing Corporate Social Responsibility policy of the Company and monitoring implementation thereof;
- reviewing details of risk evaluation and internal controls;
- reviewing reports on progress made on the ongoing projects;
- Monitoring and reviewing Board Evaluation framework.

Board Support

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the Agenda and convening of the Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees, advises / assures the Board on Compliance and Governance principles and ensures appropriate recording of minutes of the meetings.

Separate Independent Directors' Meetings

The Independent Directors meet at least once in a year, without the presence of Executive Directors or Management representatives. They also have a separate meeting with the Non-Executive Chairman, to discuss issues and concerns, if any.

The Independent Directors met one times during the Financial Year ended 31st March, 2023 on 10th February, 2023 and inter alia discussed:

- The performance of non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.



In addition to these formal meetings, interactions outside the Board meetings also take place between the Chairman and Independent Director.

Directors’ Induction and Familiarization

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. The Chief Financial Officer and the Company Secretary are jointly responsible for ensuring that such induction and training programmes are provided to Directors. The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise. Details of such program have been disclosed on the website of the company (www.genomicvalley.com).

The induction process is designed to:

- a. build an understanding of GVBL, its businesses and the markets and regulatory environment in which it operates;
- b. provide an appreciation of the role and responsibilities of the Director;
- c. fully equip Directors to perform their role on the Board effectively; and
- d. develop understanding of Company’s people and its key stakeholder relationships.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

In addition to the extensive induction and training provided as part of the familiarization programme, the Independent Directors are also taken through various business and functional sessions in the Board meetings including the Board meetings to discuss strategy.

Board Evaluation

The Nomination and Remuneration Committee of the Company approved Evaluation Policy during the year, which was adopted by the Board of Directors. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. The Policy provides that evaluation of the performance of the Board as a whole; Board Committees and Directors shall be carried out on an annual basis.

During the year, the cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Directors. The exercise was led by the Non-Executive Chairman along with a Senior Independent Director of the Company. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgement.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the Evaluation, the Board and Committees have agreed on the action plan to improve on the identified parameters.

KEY BOARD QUALIFICATION, EXPERTISE AND ATTRIBUTES

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensuring that the board is in compliance with the highest standards of corporate governance.

Definition of director qualifications	
Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting



	processes or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions
Gender, ethnic, national, or other diversity	Representation of gender, ethnic, geographic, cultural or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.
Global Business	Experience in driving business success in markets around the world with an understanding of diverse business environments, economic conditions, cultures and regulatory frameworks, and a board perspective on global market opportunities.
Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organization, processes, strategic planning and risk management. Demonstrated strengths in developing talent, planning succession and driving change and long-term growth.
Technology	A significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation and extend or create new business models.
Mergers and Acquisitions	A history of leading growth through acquisitions and other business combinations, which the ability to assess 'build or buy' decisions, analyze the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans.
Board Service and Governance	Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholders interests, and observing appropriate governance practices.
Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation



In the table below, the specific areas of focus or expertise of individual Board Members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Key Board Qualification								
Director	Area of expertise							
	Financial	Diversity	Global Business	Leadership	Technology	Mergers and Acquisitions	Board Service and Governance	Sale and Marketing
Mr. Yogesh Agrawal	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. Parul Agrawal	✓	✓	✓	✓	-	✓	✓	✓
Mr. Satendra Kumar Goyal	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Pradeep Gupta	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Kapoor Chand Garg	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Rahul Kumar Pathak	✓	✓	✓	✓	✓	✓	✓	✓



DISCLOSURES OF TRANSACTIONS OF THE LISTED ENTITY WITH ANY PERSON OR ENTITY BELONGING TO THE PROMOTER/PROMOTER GROUP WHICH HOLD(S) 10% OR MORE SHAREHOLDING IN THE LISTED ENTITY

RELATED PARTY DISCLOSURES (Indian Accounting Standard (Ind AS) 24)		
(i) List of Related Parties with whom transactions have taken place and Relationships:		
Sr. No.	Name of the Related Party	Relationship
1	Mr. Yogesh Agrawal	Managing Director (Key Managerial Personnel)
	Mrs. Parul Agrawal	Non-Executive - Non Independent Director
	Mr. Pradeep Gupta	Non-Executive - Independent Director
	Mr. Satendra Kumar Goyal	Non-Executive - Independent Director
	Mr. Lalit Shah	Chief Financial Officer (Key Managerial Personnel)
	Mr. Hanuman Prasad	Company Secretary & Compliance Officer (Key Managerial Personnel)
	Mr. Kapoor Chand Garg	Non-Executive - Independent Director
	Mr. Rahul Kumar Pathak	Non-Executive - Independent Director
	Mrs. Anupam Aditya	Company Secretary & Compliance Officer (Key Managerial Personnel)
	Mr. Pritam	Company Secretary & Compliance Officer (Key Managerial Personnel)
2	Mr. Yogesh Agrawal h/o Mrs. Parul Agrawal	Relatives of Key Managerial Personnel
	Mrs. Parul Agrawal w/o Mr. Yogesh Agrawal	
	Ms. Ojaswini Avantika d/o Mr. Yogesh Agrawal	
	Mr. Naveen Kishore Gupta	

(ii) Transactions for the period 01.04.2022 to 31.03.2023 with Related Parties:							
S.NO.	NATURE OF TRANSACTION	KEY MANAGERIAL PERSONNEL	Non-Executive Independent Director	Non-Executive Non-Independent Director	RELATIVES OF KEY MANAGERIAL PERSONNEL	ENTERPRISES OVER WHICH KEY TOTAL ENTERPRISES OVER WHICH KEY MANAGERIAL PERSONNEL OR THEIR RELATIVES EXERCISE	TOTAL
		31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23
1	Purchase of Goods	0.00	0.00	0.00	0.00	0.00	0.00
2	Sale of Goods	0.00	0.00	0.00	0.00	0.00	0.00
3	Interest Paid	0.00	0.00	0.00	0.00	0.00	0.00
4	Rent Paid	0.00	0.00	0.00	0.00	0.00	0.00
5	Salary	6.95	0.00	0.00	3.15	0.00	10.10
6	Director's Sitting Fees	0.00	0.00	0.00	0.00	0.00	0.00
7	Unsecured Loans Received	89.19	0.00	0.00	0.00	0.00	89.19
8	Repayment Of Unsecured Loans	97.11	0.00	0.00	0.00	0.00	97.11
9	Outstanding Receivables	0.00	0.00	0.00	0.00	0.00	0.00
10	Outstanding Payable	10.81	0.00	0.00	0.00	0.00	10.81



(iii) Transaction wise detail of related parties			(Rs. in Lakh)
Sr. No.	Nature of Transaction	Name of Related Party	Transaction Amount 31-03-2023
1	Purchase of Goods		0.00
2	Sale of Goods		0.00
3	Rent Paid		0.00
4	Salary Paid	Mr. Yogesh Agrawal	6.00
		Mr. Hanuman Prasad	0.60
		Mr. Pritam	0.35
		Mr. Naveen Kishore Gupta	3.15
		Total	10.10
5	Director's Sitting Fees	Mrs. Parul Agrawal	0.00
		Mr. Pradeep Gupta	0.00
		Mr. Satendra Kumar Goyal	0.00
		Total	0.00
6	Interest Paid		0.00
7	Unsecured Loan Received		89.19
8	Repayment Of Unsecured Loans		97.11
Outstanding Payable			
9	Salary Payable		0.00
	Rent Payable		0.00
	Interest Payable		0.00
	Unsecured Loan Payable		10.81
	Trade Payable		0.00

COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following statutory and non-statutory Committees.

Audit Committee

The Company's Audit Committee comprises all the 2 Independent Directors and non- executive director. The Chairman of Audit Committee is Mr. Praveen Kumar Mishra and Ms. Jyoti Bansal and Mrs. Parul Agrawal are the members of the Committee. Mr. Praveen Kumar Mishra and Ms. Jyoti Bansal were appointed as a Member of the Committee with effect from 30th June, 2023 respectively. All the members of the Committee have relevant experience in financial matters.

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia performs the following functions:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Reviewing and examination with management the quarterly financial results before submission to the Board;
- Reviewing and examination with management the annual financial statements before submission to the Board and the auditors' report thereon;
- Review management discussion and analysis of financial condition and results of operations;
- Scrutiny of inter-corporate loans and investments made by the Company;
- Reviewing with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
- Reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;



- Approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Discussing with Statutory Auditors, before the audit commences, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- Reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- Recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;
- Reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- Evaluating internal financial controls and risk management systems;
- Valuating undertaking or assets of the Company, wherever it is necessary;
- Reviewing the functioning of the Whistle Blowing mechanism;
- Such other matters as the case may from time to time be required by any statutory, contractual or other regulatory requirements.

The Audit Committee also reviews the functioning of the Code of Business Principles and Whistle Blower Policy of the Company and cases reported thereunder. The recommendations of audit committee were duly approved and accepted by the Board.

The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed and confirmed in the next meeting of the Board. The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives.

The Audit Committee met Six (6) times during the Financial Year ended 31st March, 2023 on 28/05/2022, 20/07/2022, 12/11/2022, 26/11/2022, 10/02/2023, and 31/03/2023.

Risk Management Committee

The Company's Risk Management Committee comprises all the 2 Independent Directors and non-executive director. The chairman of Risk Management Committee is Mr. Praveen Kumar Mishra. The members of the committee are Ms. Jyoti Bansal and Mrs. Parul Agrawal. The Board has constituted the committee on 12th February 2015.

The Risk Management Committee of the Company is entrusted with the responsibility to corporate risk assessment and mitigation and inter alia performs the following functions:

- Recommend to the Board and then formally announce, implement and maintain a sound system of risk identification oversight, management and internal control.
- To develop and seek Board approval for a range of specific duties that it is to be carried out.
- To detail the functions and processes which are considered necessary to ensure that the Board can be satisfied that the Company's risks are being effectively managed
- Examine and determine the sufficiency of the Company's internal processes for identifying, reporting and managing key risk areas.
- Consider other matters relating to risk management that it considers desirable. In addition, the Committee will examine any other matters referred to it by the Board.

Business Risk Assessment procedures have been set in place for self-assessment of business risks, operating controls and compliance with Corporate Policies. There is an ongoing process to track the evolution of risks and delivery of mitigating action plans.



Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises Mr. Praveen Kumar Mishra as the Chairman and Ms. Jyoti Bansal and Mrs. Parul Agrawal as members of the Committee. In terms of Section 178 (1) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

The role of Nomination and Remuneration Committee is as follows:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc;
- Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
- Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Formulate criteria and carryout evaluation of each Director's performance and performance of the Board as a whole;

The Committee also plays a role of a Compensation Committee and is responsible for administering the Stock Option Plan and Performance Share Plan of the Company and determining eligibility of employees for stock options.

The Nomination and Remuneration Committee met Four (4) times during the Financial Year ended 31st March, 2023 on 28/05/2022, 26/11/2022, 21/12/2022 and 31/03/2023.

Board Membership Criteria

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- Composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- Desired age and diversity on the Board;
- Size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- Professional qualifications, expertise and experience in specific area of business;
- Balance of skills and expertise in view of the objectives and activities of the Company;
- Avoidance of any present or potential conflict of interest;
- Availability of time and other commitments for proper performance of duties;
- Personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

In line with the Evaluation Policy of the Company, the Nomination and Remuneration Committee considers the outcome of the annual Evaluation before recommending the changes in the remuneration of the Executive Directors and appointment/re-appointment of Directors.

Independent Directors are currently paid no sitting fees as company will grow it start paying the sitting fees in near future subject to the approval of members at general meeting.

The detail of remuneration paid to Executive Directors and remuneration paid to Non- executive Director for the financial year ended 31st March, 2023 as provided herein under.

(In Rs.)

S.NO	NAME OF DIRECTOR	SALARY
1.	Mr. Yogesh Agrawal	6,00,000
2.	Mrs. Parul Agrawal	NIL
3.	Mr. Satendra Kumar Goyal	NIL
4.	Mr. Pradeep Gupta	NIL
5.	Mr. Kapoor Chand Garg	NIL
6.	Mr. Rahul Kumar Pathak	NIL

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is comprised of Mr. Praveen Kumar Mishra, Independent Director as the Chairman and Ms. Jyoti Bansal and Mrs. Parul Agrawal as members of the Committee.

The role of Stakeholders' Relationship Committee is as follows:

- consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
- ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- provide guidance and make recommendations to improve investor service levels for the investors.

During the Financial Year ended 31st March, 2023, the Committee met One (1) times on 28/05/2022.

Details of Shareholders' / Investors' Complaints

During the Financial Year ended 31st March, 2023, no complaints were received from the shareholders.

Attendance of Directors at Board and Committee Meeting(s)

Name	Board Meeting: Held (Attended)	Audit Committee Meeting: Held (Attended)	Nomination and Remuneration committee Meeting: Held (Attended)	Stakeholder's Relationship Committee Meeting: Held (Attended)
Mr. Yogesh Agrawal	8(8)	Not Applicable (As He is not a member)	Not Applicable (As He is not a member)	Not Applicable (As He is not a member)
Mrs. Parul Agrawal	8(8)	6(6)	4(4)	1(1)
Mr. Pradeep Gupta	8(8)	6(6)	4(4)	1(1)
Mr. Satendra Kumar Goyal	8(8)	6(6)	4(4)	1(1)

The last Annual General Meeting of the Company held on 30th December, 2022 was attended by all members of the Board of Directors except Mr. Yogesh Agrawal, Chairman & Managing Director of the Company.



COMPANY POLICIES AND CODES

Whistle Blower Policy

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The Company has provided dedicated e-mail addresses genomicvalley@gmail.com for reporting such concerns and contact person is Mr. Praveen Kumar Mishra, Chairman of Audit Committee. Alternatively, employees can also send written communications to the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. All cases registered under the Whistle Blower Policy of the Company, are reported to the Committee of Executive Directors and are subject to the review of the Audit Committee. The Whistle Blower Policy is available on the website of the Company www.genomicvalley.com.

Code of Conduct for the members of the Board and Senior Management

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by the Board members and the Management Committee. The Board has adopted the Code of Conduct for the members of the Board and Senior Management Team. The Code provides that the Directors are required to avoid any interest in contracts entered into by the Company. If such an interest exists, the Directors are required to make disclosure to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The Code also restricts Directors from accepting any gifts or incentives in their capacity as a Director of the Company.

The members of the Board and the Management Committee annually confirm the compliance of the Code of Conduct to the Board. The Code of Conduct is in addition to the Code of Business Principles of the Company. A copy of the said Code of Conduct is available on the website of the Company www.genomicvalley.com.

Policy on dealing with Related Party Transactions

The Company has not entered in any material Related Party Transaction during the year. In line with requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website at www.genomicvalley.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. Transactions with related parties as per AS – 18 have been disclosed in the notes forming part of Financial Statements. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at Arm's Length.

Code of Conduct to Regulate, Monitor and Report Trading by Insiders

The Company has instituted mechanism to avoid Insider Trading and abusive self-dealing. In accordance with the SEBI Regulations as amended, the Company has established systems and procedures to restrict insider trading activity.

The Code of the Company prohibits the Directors of the Company and other specified employees dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company. The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. The Board of Directors of the Company have Code, in line with new SEBI (Prohibition of Insider Trading) Regulations, 2015.



The details of dealing in Company's shares by Specified Employees (which include members of the Management Committee and Directors) are placed for intimating the Board on quarterly basis. The Code also prescribes sanction framework and any instance of breach of code is dealt with in accordance with the same. A copy of the Code of the Company is made available to all employees of the Company and compliance of the same is ensured. The Code of Conduct to Regulate, Monitor and Report Trading by Insiders is available on the website of the Company www.genomicvalley.com.

Prevention of Insider Trading

During the year, the Company has adopted the following revised Codes in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018:

- a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and
- b) Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons in Securities of the Company

The amended policy is available on our website at www.genomicvalley.com.

Nomination and Remuneration Policy

The Company has adopted the policy and procedures with regard to Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management consistent with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee and this policy shall be compliance in with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The key objectives of the Committee would be:

- i) To guide the Board in relation to appointment and removal of directors, KMP and senior management.
- j) Formulate the criteria for determining qualifications, positive attributes, and independence of a director and recommend the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- k) Formulation of criteria for evaluation of Independent Directors and the Board.
- l) To evaluate the performance of the members of the Board and provide necessary report to the Board.
- m) To recommend to the Board remuneration payable to the directors, key managerial personnel and senior management.
- n) To retain, motivate and promote talent of directors, managerial personnel required to run the Company successfully.
- o) To assist the Board in fulfilling responsibilities.
- p) To implement and monitor policies and processes regarding principles of corporate governance.

The policy to regulate the Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management is available on the website of the Company www.genomicvalley.com.

AFFIRMATION AND DISCLOSURE

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31st March, 2023 and a declaration to that effect, signed by the Managing Director is attached as Annexure A and forms part of this Corporate Governance.

There were no materially financial or commercial transaction, between the Company and members of the Management Committee that may have a potential conflict with the interest of the Company at large.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

DISCLOSURE OF PENDING CASES / INSTANCES OF NON-COMPLIANCE

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three year.

None of these cases are material in nature, which may lead to material loss or expenditure to the Company.

DISCRETIONARY REQUIREMENTS UNDER REGULATION 27(1) OF THE SEBI (LODR) REGULATIONS, 2015

The Company has not disclosed and adopted the discretionary requirements as specified in Part-E of Schedule II under SEBI (LODR) Regulations, 2015.

COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46

The Company has made compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46.

CEO and CFO Certification

The Certificate required under Regulation 17(8) of the Listing Regulations, duly signed by the Managing Director and CFO was placed before the Board. The same is annexed as Annexure B to this report.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required under Regulation 34 of the Listing Regulations, the auditors' certificate on Corporate Governance is annexed as Annexure C to the Board's Report.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is annexed as Annexure C to this Corporate Governance Report.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

There are no shares in the Demat suspense account or unclaimed suspense account. Hence the disclosures required to be made in Annual Report 2022-23 as per clause (F) (a) to (e) of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable.

COMPLIANCE WITH THE GOVERNANCE FRAMEWORK

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In addition, the Company has also adopted the following requirements to the extent mentioned below:

- **Audit qualifications:** Company's financial statements have unmodified opinion.
- **Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

Remuneration paid to Statutory Auditors:

Total Remuneration paid to Statutory Auditors: Rs.25,000/-

Non-Executive Directors' compensation and disclosures

The Non-Executive Directors are not paid any sitting fee. No stock options were granted to Non-Executive Directors during the year under review.

During the year, there no pecuniary relationship or transactions has taken place between the Company and Non-Executive Directors of the Company.

Independent Directors of the Company are not serving as Independent Directors in more than seven listed companies.

None of Whole Time Director of the Company serves as Independent Director in more than three listed companies.

Terms and conditions of appointment of independent directors have been disclosed on website of the Company www.genomicvalley.com.

Relationship between directors inter-se

Inter-se relationship between Directors is given below within the meaning of the term "relative" as per Section 2(77) of the Companies Act, 2015 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Name of Director	Designation	Relationship with other Directors
1.	Mr. Yogesh Agarwal	Managing Director	Husband of Mrs. Parul Agrawal
2.	Mrs.Parul Agrawal	Non –Executive Director	Wife of Mr. Yogesh Agrawal
3.	Mr. Pradeep Gupta	Independent Director	Not Related to any Director
4.	Mr. Satendra Kumar Goyal	Independent Director	Not Related to any Director
5.	Mr. Kapoor Chand Garg	Independent Director	Not Related to any Director
6.	Mr. Rahul Kumar Pathak	Independent Director	Not Related to any Director

Number of shares and convertible instruments held by non-executive directors: Mrs. Parul Agrawal held 283700 Equity Shares (9.29% of total shareholding) of the Company.

Remuneration paid to Directors during the financial year 2022-23

Name1	Fixed Salary				Bonus/ Incentives/ Commission	Sitting Fee	Total	Stock Options	No of equity Shares Held
	Basic	Perquisites/ Allowances	Retiral Benefits	Total fixed salary					
Mr. Yogesh Agrawal	6,00,000	NIL	NIL	6,00,000	NIL	NIL	6,00,000	NIL	1766245
Mrs.Parul Agrawal	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	283700

In Rs.

Mr. Pradeep Gupta	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Mr. Rajesh Kumar Saxena	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Mr. Satendra Kumar Goyal	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Mr. Kapoor Chand Garg	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Mr. Rahul Kumar Pathak	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Service contracts: N.A.

Notice period: One Month

Severance Fees: N.A.

During the year, there no pecuniary relationship or transactions has taken place between the Company and Non-Executive Directors of the Company.

SECRETARIAL STANDARDS AND SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Standards Audit for the year 2022-23 for audit of secretarial records and procedures followed by the Company in compliance with relevant Secretarial Standards issued by the Institute of Company Secretaries of India.

The Company has also undertaken Secretarial Audit for the year 2022-23 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulations and Guidelines prescribed by the Securities and Exchange Board of India. The Secretarial Audit Report is part of this Annual Report.

SHAREHOLDER INFORMATION

General Body Meetings

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

Financial year Ended	Date and Time	Venue	Special Resolution Passed
31 st March, 2020	31 th December, 2020 11:00 A.M.	4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507	<ol style="list-style-type: none"> 1. Re-Appointment of Mr. Yogesh Agrawal as Chairman And Managing Director of the Company for the period of 5 (Five) Years with effect from 07.09.2020 2. Appointment of Mr. Satendra Kumar Goyal (DIN: 08767544) as an Independent Director of the Company 3. To sell, lease, collaborate or self-develop residentially and commercially or otherwise dispose of the whole or substantially the whole of the land, property or undertaking(s) of the Company along with all development rights and entire facilities available whatsoever at the land, property or undertaking(s) of the Company as per section 180(1)(a) of the Companies Act, 2013

31 st March, 2021	31 st December, 2021 09:30 A.M.	4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507	-
31 st March, 2022	30 th December, 2022 09:30 A.M.	4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507	-

Postal Ballot

During the year no resolution was passed through postal Ballot.

Extra-Ordinary General Meeting

During the year no Extra-Ordinary General Meeting of the shareholders of the Company has been conducted.

Annual General Meeting for the financial year 2022-23

Date : Saturday, 30th September, 2023
 Venue : 4 KM Stone, Berri, Chharra Road, P.O. Tandaheri, Tehsil- Bahadurgarh, Distt. Jhajjar Haryana -124507.
 Time : 11:00 A.M.
 Book Closure Dates : Sunday, 24th September, 2023 to Saturday, 30th September, 2023 (both dates Inclusive)

Calendar of Financial Year ended 31st March, 2023

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2023 were held on the following dates:

Event	Held on
Financial Results for the 1 st Quarter ended 30 th June, 2022	20 th July, 2022
Financial Results for the 2 nd Quarter ended 30 th September, 2022	12 th November, 2022
Financial Results for the 3 rd Quarter ended 31 st December, 2022	10 th February, 2023
Audited Financial Results for the financial year ended 31 st March, 2023	29 th May, 2023

Tentative Calendar for financial year ending 31st March, 2024:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2024 are as follows:

Event	On or Before
Financial Results for the 1 st Quarter ended 30 th June, 2023	14 th August, 2023
Financial Results for the 2 nd Quarter ended 30 th September, 2023	14 th November, 2023
Financial Results for the 3 rd Quarter ended 31 st December, 2023	14 th February, 2024
Audited Financial Results for the financial year ended 31 st March, 2024	30 th May, 2024

Financial Year

Financial year of the Company starts on 1st April and ends on 31st March of the following year.

Listing on Stock Exchanges

The equity shares of the Company are listed on the BSE Limited (BSE) and Ahmedabad Stock Exchange Limited. The annual listing fees for the financial year 2022-23 have been paid to BSE Limited within due date.

The Ahmedabad Stock Exchange Limited (ASE) has not provided any trading platform during the Financial Year 2022-23. Therefore, the Company has not paid any annual listing fees to the Ahmedabad Stock Exchange Limited. The Company intends to pay ASE annual fees once ASE starts providing their part of services viz. the trading platform. With ASE, we have adopted the policy: Provide Services Take Fees.

Dividend

The Board of Directors had not declared any dividend for the Financial Year 2022-23.

Distribution of Shareholding as on 31st March, 2023

Category (Shareholding of Nominal Value of Rs. 10)	No. of Shareholders	% to Total	No of Shares	Amount in Rs.	Percentage to Shares
1-5000	370	97.36	13155	131550	0.43
5001 – 10000	1	0.26	506	5060	0.02
10001 – 20000	1	0.26	2000	20000	0.07
20001 – 30000	0	0.00	0	0	0.00
30001 – 40000	2	0.52	8000	80000	0.26
40001 – 50000	0	0.00	0	0	0.00
50001 – 100000	0	0.00	0	0	0.00
100000 and Above	6	1.57	3030839	30308390	99.23
Total	380	100.00	3054500	30545000	100.00

Shareholding Pattern as at 31st March, 2023

Category	No. of Shares	% of Paid up Capital
PROMOTERS AND PROMOTERS GROUP		
Yogesh Agrawal	1766245	57.82
Parul Agrawal	283700	9.29
Ojaswini Avantika	2000	0.07
TOTAL PROMOTERS SHAREHOLDINGS	2051945	67.18
Mutual Funds	0	0
Banks/Financial Institutions	0	0
FII's	0	0
Body Corporate	20000	0.65
Indian Public	982555	32.17
NRI's	0	0
Clearing members	0	0
Total	3054500	100



*There are no outstanding GDRs / ADRs / Warrants / Convertible Instruments of the Company.

*Securities of the Company has not been suspended from trading during the year under review.

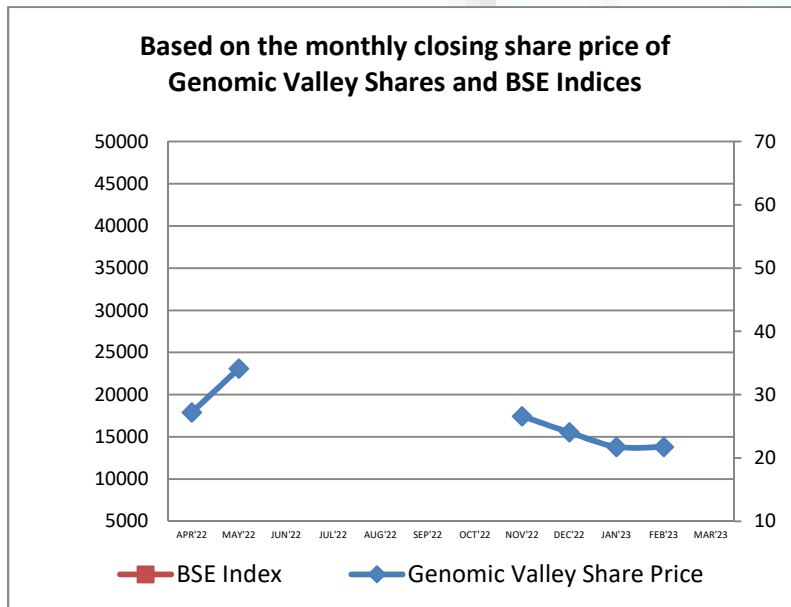
*Commodity price risk or foreign exchange risk and hedging activities. N.A

Market Price Data

Monthly high & low price of shares of your Company and No. of Shares traded at BSE Limited are as under:

BSE			
Month	High Price	Low Price	No.of Shares traded
April, 2022	27.20	25.95	12
May, 2022	34.15	28.55	51
November, 2022	32.45	26.60	14
December, 2022	26.60	24.05	3
January, 2023	22.85	21.75	2
February, 2023	22.80	21.75	20505

Performance in comparison to broad based indices



De-materialization of Shares & liquidity

The promoter's shareholding of Equity shares of your company are in compulsory de-mat settlement mode and can be traded only in de-mat form. Except 20,850 (0.68%) equity shares out of total paid - up capital of the Company, all the shares of the Company are in de-mat form.

Listing Details

Name of the Stock Exchange	ISIN /SCRIP CODE
BSE Limited	539206
Ahmedabad Stock Exchange Limited	INE574D01010



Share Transfer System

The Company has a Stakeholders Relationship Committee to look into various issues relating to the investors including share transfers/transmissions, duplicate share certificates, splitting, consolidation of share certificates, dematerialization of shares etc. This Stakeholders Relationship Committee of the Board of Directors of the Company meets as and when requests received from the RTA to give effect to the share transfers/transmissions, duplicate share certificates, splitting, consolidation of share certificates, dematerialization of shares.

M/s Beetal Financial & Computer Services Private Limited (RTA) process the share transfers / transmission, splitting, consolidation of share certificates in physical form and the same are approved by the Stakeholders Relationship Committee. Transfer of shares in physical form are registered and dispatched within 15days of their receipt, subject to documents being valid and complete in all respects. The Board is regularly updated on the matters transacted at the Stakeholders Relationship Committee Meetings.

Plant Location

4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Tehsil- Bahadurgarh, Distt. Jhajjar, Haryana-124507

COMMUNICATION TO SHAREHOLDERS

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers such as Financial Express (English) and Jansatta (Hindi). These results are also made available on the website of the Company www.genomicvalley.com. The website also displays vital information relating to the Company and its performance, official press releases. No presentation made to institutional investors or to analysts. The Company also sends quarterly, half yearly and annual results as well as the notice of the Board Meeting to Members on e-mail.

Investor communications / Grievance redressal e-mail id:

Long pending litigations involve significant investment as monetary value of the disputed shares and accrued dividends / other benefits are locked up unutilised till the dispute is settled. Further, in terms of the requirements of the Companies Act, 1956, such dividends / other specified incomes remaining unclaimed / unpaid for a period of seven years are to be credited to the Investor Education and Protection Fund and the Shareholders are not entitled to claim the same thereafter.

The Shareholders who are willing to avail the benefits of Alternative Dispute Redressal mechanism may approach the Investor Service Department of the Company at the Registered Office of the Company or email your query/complaint at genomicvalley@gmail.com.

Address for Correspondence

All shareholders' correspondence should be forwarded to M/s. Beetal Financial & Computer Services Private Limited, the Registrar and Transfer Agent of the Company or to the Investor Service Department at the Registered Office of the Company at the addresses mentioned below.

The Company's dedicated e-mail address for Investors' Complaints and other communications is genomicvalley@gmail.com.



Beetal Financial & Computer Services Private Limited (Registrar Transfer Agent)	Investor Service Department	Company Secretary and Compliance officer
BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhDassMandir, New Delhi- 110062 Tel Nos.: +91 11 29961281/82 Fax No.: +91 11 29961284 Email: beetalrta@gmail.com Website: www.beetalfinancial.com	Genomic Valley Biotech Limited 4 KM Stone, Berri Chharra Road, P.O. Tandaheeri, Tehsil- Bahadurgarh, Distt. Jhajjar, Haryana-124507 Email : genomicvalley@gmail.com Website: www.genomicvalley.com Mobile: +91 9811341542	Mr. Anupam Aditya Email Id: cs.gvbl@gmail.com Mobile No. +91 9811341542

For and on behalf of
Genomic Valley Biotech Limited

sd/-
Yogesh Agrawal
Managing Director
DIN-01165288
Address: G-74, Pushkar Enclave,
PaschimVihar, Delhi- 110063

Date: 04.09.2023
Place: Haryana

sd/-
Parul Agrawal
Director
DIN-01165188
Address: G-74, Pushkar Enclave,
PaschimVihar, Delhi- 110063



Annexure A to Corporate Governance

DECLARATION BY MANAGING DIRECTOR

To,
The Board of Directors
Genomic Valley Biotech Limited
4 KM Stone, Berri Chharra Road,
P.O. Tandaheeri, Teh.- Bahadurgarh,
Distt. Jhajjar, Haryana-124507

I hereby confirm that Company has received from all members of the Board and Senior Management, for the financial year ended March 31, 2023, a confirmation that they are in compliance with the Company's Code of Conduct.

sd/-
Yogesh Agrawal
Managing Director
DIN: 01165288
Address: G-74, G-Block,
Pushkar Enclave,
Paschim Vihar,
Delhi, 110063

Date: 04.09.2023
Place: Haryana



Annexure B to Corporate Governance

MANAGING DIRECTOR (MD) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,
The Board of Directors
Genomic Valley Biotech Limited
4 KM Stone, Berri Chharra Road,
P.O. Tandaheri, Teh.- Bahadurgarh,
Distt. Jhajjar, Haryana-124507

I, Yogesh Agrawal, Managing Director of Genomic Valley Biotech Limited, to the best of our knowledge and belief hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit and Risk Management Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee:
- (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

sd/-
Yogesh Agrawal
Managing Director
DIN: 01165288
Address: G-74, G-Block,
Pushkar Enclave,
Paschim Vihar,
Delhi, 110063

Date: 29.05.2023
Place: Haryana



Annexure C to Corporate Governance

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
[pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i)
of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Genomic Valley Biotech Limited
(CIN: L01122HR1994PLC033029)
4 K.M. Stone, Berri Chharra Road Vill.,
P.O. Tandaheri, Teh. Bahadurgarh,
Distt. Jhajjar, Haryana-124507

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Genomic Valley Biotech Limited** having CIN: L01122HR1994PLC033029 and having registered office at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Distt. Jhajjar, Haryana-124507 (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No	Full Name	DIN	Date of Appointment
1.	Mr. Pradeep Gupta*	00503623	28/06/2014
2.	Mrs. Parul Agrawal	01165188	29/09/2010
3.	Mr. Yogesh Agrawal	01165288	07/09/2015
4.	Mr. Satendra Kumar Goyal**	08767544	30/06/2020
5.	Mr. Kapoor Chand Garg	03627645	31/03/2023
6.	Mr. Rahul Kumar Pathak	09103619	31/03/2023

*Mr. Pardeep Gupta had resigned as director with effect from March 31, 2023.

**Mr. Satendra Kumar Goyal had resigned as director with effect from March 31, 2023.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For and on behalf of
SBR & Co. LLP**

**Place: Ghaziabad
Date: September 04, 2023**

**Rohit Batham
Designated Partner
Membership No.: A37260
CP No.: 19095
Peer review no.: 1631/2021
UDIN: A037260E000929800**



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GENOMIC VALLEY BIOTECH LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of GENOMIC VALLEY BIOTECH LIMITED (“the Company”), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, the loss including other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors’ Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Financial Statements and Auditors’ Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditors’ report thereon. The Annual Report is expected to be made available to us after the date of the auditors’ report.



Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse



consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from the branches not visited by us.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has no pending litigations which has impact on its financial position;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company.



- (iv) (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The Company has not declared or paid dividend during the year.

**For ANDROS & CO.
Chartered Accountant
Firm Regn.No. 008976N**

**sd/-
(CA Bhavuk Garg)
(Partner)
(Membership No.-502310)
UDIN: 23502310BGUYFD2386**

**Date: 29.05.2023
Place: New Delhi**



ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of GENOMIC VALLEY BIOTECH LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company does not have any intangible assets, hence reporting under clause 3(i)(a)(B) of the Order is not applicable.

(b) All the Property, Plant and Equipment have been physically verified by the Management during the year. There is a regular programme of verification, which, in our opinion, is reasonable, having regard to the size of the Company and the nature of its Property, Plant and Equipment. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) We report that, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii.(a) The inventory has been physically verified by the management at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more between the physical stocks and book records in the aggregate for each class of inventory were noticed on such verification.

(b) The Company has not been sanctioned any working capital limit by financial institution during the year.



iii. The Company has not made any investment, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, during the year, and hence reporting under clause 3(iii) of the Order is not applicable.

iv. The Company has not entered into any transaction in respect of loans, investments, guarantees and security to which the provisions of Section 185 and 186 of the Act would apply.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.

vii. (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it, except in few cases where there is a delay in deposit. According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service tax, duty of Customs, duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it were outstanding, as at 31 March 2023 for a period of more than six months from the date they became payable.

viii. There were no transactions related to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest to banks and directors. According to the information and explanations given to us, loans from directors, which are repayable on demand and outstanding as at the year end, have not been demanded for repayment during the financial year ended 31 March 2023. The Company has not taken any loans or other borrowings from government, financial institution or any other lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority during the year.



(c) The Company has not taken any term loan during the year and hence reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture Company and hence reporting under clause 3(ix)(e) and clause(ix)(f) of the Order are not applicable.

x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or any fraud on the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

(b) No report under sub-section (12) of section 143 of the Act has been filed in Form ADT- 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.

(c) According to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

xiii. All transactions with the related parties are in compliance with Sections 177 and 188 of the Act and the details have been disclosed in Note 19(7) of the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports for the year under audit issued to the Company during the year.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Act are not applicable to the Company.

xvi. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) to (c) of the Order are not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.



xx. The provisions of Section 135 the Act relating to Corporate Social Responsibility are not applicable to the Company, and hence reporting under clause 3(xx)(a) and clause 3(xx)(b) of the Order are not applicable.

**For ANDROS & CO.
Chartered Accountant
Firm Regn.No. 008976N**

**sd/-
(CA Bhavuk Garg)
(Partner)
(Membership No.-502310)
UDIN: 23502310BGUYFD2386**

**Date: 29.05.2023
Place: New Delhi**



ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of GENOMIC VALLEY BIOTECH LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of the Company as of 31 March 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of



internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as



at 31 March 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

**For ANDROS & CO.
Chartered Accountant
Firm Regn.No. 008976N**

**sd/-
(CA Bhavuk Garg)
(Partner)
(Membership No.-502310)
UDIN: 23502310BGUYFD2386**

**Date: 29.05.2023
Place: New Delhi**



GENOMIC VALLEY BIOTECH LIMITED
REGD. OFF: 4 K.M. STONE BERI CHHARA ROAD, TEHSIL BAHADURGARH, DISTT. JHAJJAR, HARYANA-124507
CIN: L01122HR1994PLC033029
Balance Sheet as at 31.03.2023

Particulars	Note No.	Figures as at the end of 31.03.2023	Figures as at the end of 31.03.2022
ASSETS			
Non Current Assets			
Property, plant and equipment	1	31,581	17,465,705
Capital work in progress		-	-
Other Intangible assets		-	80,783
Intangible assets under development		-	-
Financial assets		-	-
Investment		-	-
Loans & Advances	2	18,350,593	9,000,000
Security Deposits	3	50,000	50,000
Other financial assets		-	-
Deferred tax assets (Net)		-	3,902
Other non current assets		-	-
Total Non-Current Assets		18,432,174	26,600,390
Current Assets			
Inventories		-	-
Financial Assets:		-	-
Investments		-	-
Trade Receivables	4	22,174,825	-
Cash and Cash equivalents	5	2,844	2,800
Other Balances with banks	5	410,248	23,991
Loans & Advances		-	-
Other financial assets		-	-
Other Current assets	6	3,183,821	11,347,043
Total Current Assets		25,771,738	11,373,835
Total Assets		44,203,912	37,974,225
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	7	30,545,000	30,545,000
Other Equity	8	4,723,782	-1,758,757
Total Equity		35,268,782	28,786,243
Non Current Liabilities			
Financial liabilities			
Borrowings		-	-
Security Deposits		-	-
Other Financials liabilities		-	-
Deferred tax liabilities (Net)	9	2,178	-
Provisions		-	-
Other Non Current liabilities		-	7,045,000
Total Non Current Liabilities		2,178	7,045,000
Current Liabilities			
Financial liabilities			
Borrowings		-	-
Trade Payables	10	6,106,203	-
Other Financials liabilities		-	-
Provisions	11	54,000	145,426
Other Current liabilities	12	2,772,749	1,997,556
Total Current Liabilities		8,932,952	2,142,982
TOTAL EQUITY AND LIABILITIES		44,203,912	37,974,225

AS PER OUR REPORT OF EVEN DATE ANNEXED
For ANDROS & CO.
CHARTERED ACCOUNTANTS

For and on behalf of
GENOMIC VALLEY BIOTECH LIMITED

(CA Bhavuk Garg)
(Partnership Firm)
(Membership No.-502310)

Yogesh Agrawal
Managing Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

DATE: 29/05/2023
PLACE: DELHI

Anupam Aditya
Company Secretary



GENOMIC VALLEY BIOTECH LIMITED

REGD. OFF: 4 K.M. STONE BERI CHHARA ROAD, TEHSIL BAHADURGARH, DISTT. JHAJJAR, HARYANA-124507

CIN: L01122HR1994PLC033029

Profit & Loss A/c as at 31.03.2023

Particulars	Note No.	Figures for the year ending 31.03.2023	Figures for the year ending 31.03.2022
I. Revenue from Operations	13	27,225,190	705,640
II. Other Income	14	425,453	840,070
III. Total Revenue (I + II)		27,650,643	1,545,710
IV. Expenses:			
Cost of materials consumed	15	-	19,410
Purchases of Stock-in-Trade		15,836,800	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	16	1,496,087	1,398,781
Finance costs		-	426,203
Depreciation and amortization expense	17	79,243	843,546
Other expenses	18	1,106,730	3,066,045
Total expenses		18,518,860	5,753,985
Profit before exceptional and extraordinary items and tax (III- V. IV)		9,131,783	-4,208,275
VI. Exceptional items		2,643,164	4,191,783
VII. Profit before extraordinary items and tax (V - VI)		6,488,619	-16,492
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		6,488,619	-16,492
X Tax Expense:			
(1) Current tax		-	-
(2) Deferred tax		6,080	76,910
Profit (Loss) for the period from continuing operations (VII- VIII)		6,482,539	-93,402
XII Profit/(loss) from discontinuing operations		-	-
XIII Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing Operations (after tax) (XII- XIII)		-	-
XV Profit (Loss) for the period (XI + XIV)		6,482,539	-93,402
XVI Earnings per equity share:			
(1) Basic		2.12	-0.03
(2) Diluted		2.12	-0.03

AS PER OUR REPORT OF EVEN DATE ANNEXED
For ANDROS & CO.
CHARTERED ACCOUNTANTS

(CA Bhavuk Garg)
(Partnership Firm)
(Membership No.-502310)

DATE: 29/05/2023
PLACE: DELHI

For and on behalf of
GENOMIC VALLEY BIOTECH LIMITED

Yogesh Agrawal
Managing Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

Anupam Aditya
Company Secretary



GENOMIC VALLEY BIOTECH LIMITED

REGD. OFF: 4 K.M. STONE BERI CHHARA ROAD, TEHSIL BAHADURGARH, DISTT. JHAJJAR, HARYANA-124507

CIN: L01122HR1994PLC033029

CASH FLOW STATEMENT FOR THE YEAR 2022-23

	Particulars	Amount in INR	
		31.03.2023	31.03.2022
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit As Statement Profit & Loss	9,131,783	-4,208,275
	Adjustment For		
	Discount Received	-	-
	Non-Operating Income		
	Interest Income	-425,453	784,598
	Loss on sale of assets	-	-4,191,783
	Depreciation	79,243	840,873
	Operating Profit Before Change in Working Capital	8,785,573	-6,774,587
	ADJUSTMENTS FOR WORKING CAPITAL:		
	Increase/Decrease in Loans and Advances	-9,350,593	1,950,000
	Inventories	-	-
	Increase/Decrease in Security Deposits	-	-
	Increase/Decrease in Trade Receivables	-22,174,825	649,119
	Other Current Assets	8,163,222	-10,474,389
	Increase/Decrease in Current Liabilities	6,789,970	-6,645,124
	CASH GENERATED FROM OPERATIONS	-7,786,652	-21,294,982
	Taxes Paid	-	-
	Total (a)	-7,786,652	-21,294,982
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Additions/Sales to fixed assets	14,792,500	53,462,783
	Purchase/Sell of Investments	-	-
	Discount Received	-	-
	Non-Operating Income	0	-16,000,000
	Interest Income	425,453	-784,598
		15,217,953	36,678,185
C.	CASH FLOWS FROM FINANCING ACTIVITIES		
	Proceeds from Borrowings	-7,045,000	-15,470,944
	Preliminary Expenses	-	-
	total (C)	-7,045,000	-15,470,944
	NET CASH FLOWS DURING THE YEAR (A+B+C)	386,301	-87,741
	Cash and Cash Equivalents (Opening Balance)	26,791	114,532
	Cash and Cash Equivalents (Closing Balance)	413,092	26,791

**AS PER OUR REPORT OF EVEN DATE ANNEXED
For ANDROS & CO.
CHARTERED ACCOUNTANTS**

**For and on behalf of
GENOMIC VALLEY BIOTECH LIMITED**

**(CA Bhavuk Garg)
(Partnership Firm)
(Membership No.-502310)**

**Yogesh Agrawal
Managing Director
DIN-01165288**

**Parul Agrawal
Director
DIN-01165188**

**DATE: 29/05/2023
PLACE: DELHI**

**Anupam Aditya
Company Secretary**



GENOMIC VALLEY BIOTECH LIMITED

REGD. OFF: 4 K.M. STONE BERI CHHARA ROAD, TEHSIL BAHADURGARH, DISTT. JHAJJAR, HARYANA-124507

NOTES TO ACCOUNTS YEAR ENDED 31.03.2023

CIN: L01122HR1994PLC033029

Note 1 Property Plant and Equipments

Assets	Land & Building	Plant & Equipment	Furniture & Fixtures	Green house	Total
Gross Block					
Balance as at March 31, 2021	54,659,493	8,734,094	335,866	2,105,345	65,834,798
Additions	2,567,700	0	0	0	2,567,700
Deletions	-36,682,043	-5,801,582	0	-281,281	-42,764,905
Balance as at March 31, 2022	20,545,150	2,932,512	335,866	1,824,065	25,637,594
Additions	0	0	34,500	0	34,500
Deletions	-20,545,150	0	-335,866	0	-20,881,016
Balance as at March 31, 2023	0	2,932,512	34,500	1,824,065	4,791,077
Accumulated Depreciation					
Balance as at March 31, 2021	3,140,466	2,406,706	152,686	1,672,901	7,372,759
Additions	90,252	525,806	31,907	151,164	799,129
Deletions	0	0	0	0	0
Balance as at March 31, 2022	3,230,718	2,932,512	184,593	1,824,065	8,171,888
Additions	0	0	34,826	0	34,826
Deletions	-3,230,718	0	-216,501	0	-3,447,218
Balance as at March 31, 2023	0	2,932,512	2,919	1,824,065	4,759,496
Net Block					
Balance as at March 31, 2022	17,314,433	0	151,273	0	17,465,705
Balance as at March 31, 2023	0	0	31,581	0	31,581

Note 2 Loans & Advances

	As at 31 March 2023	As at 31 March 2022
JMD Inestment and Financial Consultant	4,350,593	4,000,000
Advance for corporate office	14,000,000	5,000,000
Total	18,350,593	9,000,000

Note 3 Security Deposits

	As at 31 March 2023	As at 31 March 2022
Netafim Security Deposit	50,000	50,000
Total	50,000	50,000

Note 4 Trade Receivables

	As at 31 March 2023	As at 31 March 2022
GSS pizza Circle P Ltd	6,721,440	0
VI Exports India P Ltd.	15,453,385	0
Total	22,174,825	0

Note 5 CASH AND CASH EQUIVALENTS

	As at 31 March 2023		As at 31 March 2022	
a. Balances with banks				
In current a/c	410,248		23,991	
		410,248		23,991
b. Cash in hand		2,844		2,800
Total		413,092		26,791



Note 6 Other Current Assets

	As at 31 March 2023	As at 31 March 2022
TDS Deducted	0	598,455
Advance for pur of Agro products	0	10,117,500
Input Credit-GST	0	131,956
Advance paid to suppliers	2,500,000	0
CDSL Receivable	21,972	21,972
TDS Receivable AY 2023-24	184,689	0
TDS Receivable AY 2020.21	477,160	477,160
Total	3,183,821	11,347,043

Note 7 Equity Share Capital

Share Capital	As at 31 March 2023		As at 31 March 2022	
	Number		Number	
Authorised				
Equity Shares of Rs 10 each	9,000,000	90,000,000	9,000,000	90,000,000
Issued				
Equity Shares of Rs 10 each	8,150,000	81,500,000	8,150,000	81,500,000
Subscribed				
Equity Shares of Rs 10 each	7,697,300	-	7,697,300	-
Less: Share Foreiture	4,642,800	-	4,642,800	-
Balances Shares of Rs 10 each	3,054,500	30,545,000	3,054,500	30,545,000
Paid up Capital				
Equity Shares of Rs 10 each Fully paidup	3,054,500	30,545,000	3,054,500	30,545,000
Total	3,054,500	30,545,000	3,054,500	30,545,000

List of shareholders holding more than 5% shares

Name of shareholders	No. of shares	%
Yogesh Agrawal	1,766,245	57.82
Deepti Aggarwal	336,000	11.00
Harish Chandra Sharma	348,384	11.41
Parul Agrawal	283,700	9.29
Amar Aggarwal	276,510	9.05

Note 8 Other Equity

	As at 31 March 2023	As at 31 March 2022
Reserves		
Subsidy for Green House	70,000	70,000
Sugarcane Development Fund	1,000,000	1,000,000
Share Forefeiture	11,607,000	11,607,000
Misc. Expenditure	-10,211,019	-10,211,019
Total	2,465,981.00	2,465,981.00
Surplus		
Opening balance	-4,224,738	-4,131,336
Net Profit/Loss of Current Year	6,482,539	-93,402
Total	2,257,801	-4,224,738
Total	4,723,782	-1,758,757

Note 9 Deferred tax liabilities (Net)

	As at 31 March 2023	As at 31 March 2022
Deferred tax liabilities (Net)	-2,178	0
Total	-2,178	0

Note 10 Trades Payable

	As at 31 March 2023	As at 31 March 2022
Aquarian Filtration P Ltd	6,018,012	0
Beetal RTA	4,091	0
Nutritionex Mfr Ltd.	84,100	0
Total	6,106,203	0



Note 11 Provisions

	As at 31 March 2022	As at 31 March 2023
Provision for Electricity charges	0	95,426
Audit Fees payable	54,000	50,000
Total	54,000	145,426

Note 12 Other Current Liabilities

	As at 31 March 2023	As at 31 March 2022
Payroll Liabilities	0	102,000
Yogesh Agrawal-Imprest	1,080,976	1,872,306
GST Payable	1,682,223	0
NSDL Payable	1,183	0
CDSL Payable	2,367	0
TDS Payable	6,000	23,250
Total	2,772,749	1,997,556

Note 13 Revenue From Operation

	As at 31 March 2023	As at 31 March 2022
Sales & Services	27,225,190	705,640
Total	27,225,190	705,640

Note 14 Other Income

	As at 31 March 2023	As at 31 March 2022
Interest Received	425,453	784,598
Provision w/back	0	55,472
Total	425,453	840,070

Note 15 Cost of materials consumed

	As at 31 March 2023	As at 31 March 2022
Seeds, Khad & Other Consumable Item	0	19,410
Total	0	19,410

Note 16 Employee benefits expense

	As at 31 March 2023	As at 31 March 2022
Salary	1,496,087	1,398,781
Total	1,496,087	1,398,781

Note 17 Depreciation

	As at 31 March 2023	As at 31 March 2022
Depreciation	79,243	843,546
Total	79,243	843,546

Note 18 Other Expenses

	As at 31 March 2023	As at 31 March 2022
AGM Expenses	2,200	5,500
Audit Fee	50,000	25,000
Bad Debts W/off	0	524,119
Bank Charges	26,531	2,475
BSE Listing FEE	300,000	300,000
CDSL FEE	22,186	20,000
CONVEYANCE	85,140	296,130
Commission Expenses	120,000	0
Courier Expenses	7,520	7,260
Daily Wages to Casual Labours	97,790	616,277
Electricity Expenses	29,000	95,426
GST/TDS Late Fees	3,805	3,940
Interest Paid-TDS	2,397	2,214
Legal & Profession Expense	67,600	0
Legal & Roc Expenses	1,821	0
Misc. Expenses	27,821	474,043
News Paper Advertisement	41,400	41,720
NSDL fees	20,623	9,000
Office Expenses	10,500	119,914
Printing Stationery and Postal Expenses	5,965	4,550
Professional Fees	0	29,000
Repair & Maintanance	22,175	5,080
RTA Fee	24,789	14,000
Staff Welfare Expense	24,680	16,410
Travelling Expenses	109,187	261,962
Website Expense	3,600	25,000
Cost of Cultivation	0	167,025
Total	1,106,730	3,066,045



Note 19:- NOTES ON ACCOUNTS

1. ACCOUNTING POLICIES

(a) System of Accounting

These Audited financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

The financial statements of the Company have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses.

The financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

(b) Depreciation

Depreciation on Fixed Assets is provided in compliance of schedule II of the Companies Act, 2013 read with relevant circulars issued by the Department of Company Law Affairs from time to time. The company provided depreciation on the Basis of Straight Line Method on Fixed Assets.

(c) Preliminary and Share Issue Expenses

Preliminary and Share Issue Expenses has been amortised over ten years.

2. CONTINGENT LIABILITIES : NIL

3. Profit and Loss Account has been prepared and showing profit for the year under consideration.

4. In the opinion of the Board of Directors and to the best of their knowledge and belief, the value on realisation of Loans, Advance and Current Assets in the ordinary course of business will not be less than the amount at which they are stated in Balance Sheet.

5. PAYMENT TO AUDITORS :

	Current Year	Previous year
	(Rupees)	(Rupees)
Audit Fees	25000	25000

6. Figures of the previous year has been rearranged & regrouped wherever deemed necessary.



7. Related Party Transactions:

RELATED PARTY DISCLOSURES (Indian Accounting Standard (Ind AS) 24)		
(i) List of Related Parties with whom transactions have taken place and Relationships:		
Sr. No.	Name of the Related Party	Relationship
1	Mr. Yogesh Agrawal	Managing Director (Key Managerial Personnel)
	Mrs. Parul Agrawal	Non-Executive - Non Independent Director
	Mr. Pradeep Gupta	Non-Executive - Independent Director
	Mr. Satendra Kumar Goyal	Non-Executive - Independent Director
	Mr. Lalit Shah	Chief Financial Officer (Key Managerial Personnel)
	Mr. Hanuman Prasad	Company Secretary & Compliance Officer (Key Managerial Personnel)
	Mr. Kapoor Chand Garg	Non-Executive - Independent Director
	Mr. Rahul Kumar Pathak	Non-Executive - Independent Director
	Mrs. Anupam Aditya	Company Secretary & Compliance Officer (Key Managerial Personnel)
	Mr. Pritam	Company Secretary & Compliance Officer (Key Managerial Personnel)
2	Mr. Yogesh Agrawal h/o Mrs. Parul Agrawal	Relatives of Key Managerial Personnel
	Mrs. Parul Agrawal w/o Mr. Yogesh Agrawal	
	Ms. Ojaswini Avantika d/o Mr. Yogesh Agrawal	
	Mr. Naveen Kishore Gupta	

(ii) Transactions for the period 01.04.2022 to 31.03.2023 with Related Parties:							
S.NO.	NATURE OF TRANSACTION	KEY MANAGERIAL PERSONNEL	Non-Executive Independent Director	Non-Executive Non-Independent Director	RELATIVES OF KEY MANAGERIAL PERSONNEL	ENTERPRISES OVER WHICH KEY TOTAL ENTERPRISES OVER WHICH KEY MANAGERIAL PERSONNEL OR THEIR RELATIVES EXERCISE	TOTAL
		31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23
1	Purchase of Goods	0.00	0.00	0.00	0.00	0.00	0.00
2	Sale of Goods	0.00	0.00	0.00	0.00	0.00	0.00
3	Interest Paid	0.00	0.00	0.00	0.00	0.00	0.00
4	Rent Paid	0.00	0.00	0.00	0.00	0.00	0.00
5	Salary	6.95	0.00	0.00	3.15	0.00	10.10
6	Director's Sitting Fees	0.00	0.00	0.00	0.00	0.00	0.00
7	Unsecured Loans Received	89.19	0.00	0.00	0.00	0.00	89.19
8	Repayment Of Unsecured Loans	97.11	0.00	0.00	0.00	0.00	97.11
9	Outstanding Receivables	0.00	0.00	0.00	0.00	0.00	0.00
10	Outstanding Payable	10.81	0.00	0.00	0.00	0.00	10.81

(iii) Transaction wise detail of related parties			(Rs. in Lakh)
Sr. No.	Nature of Transaction	Name of Related Party	Transaction Amount 31-03-2023
1	Purchase of Goods		0.00
2	Sale of Goods		0.00
3	Rent Paid		0.00
4	Salary Paid	Mr. Yogesh Agrawal	6.00
		Mr. Hanuman Prasad	0.60
		Mr. Pritam	0.35
		Mr. Naveen Kishore Gupta	3.15
		Total	10.10
5	Director's Sitting Fees	Mrs. Parul Agrawal	0.00
		Mr. Pradeep Gupta	0.00
		Mr. Satendra Kumar Goyal	0.00
		Total	0.00
6	Interest Paid		0.00
7	Unsecured Loan Received		89.19
8	Repayment Of Unsecured Loans		97.11
Outstanding Payable			
9	Salary Payable		0.00
	Rent Payable		0.00
	Interest Payable		0.00
	Unsecured Loan Payable		10.81
	Trade Payable		0.00



8. Notes No. 19 Notes on account form an integral part of the accounts.

**AS PER OUR REPORT OF EVEN DATE ANNEXED
For ANDROS & CO.
CHARTERED ACCOUNTANTS**

**For and on behalf of
GENOMIC VALLEY BIOTECH LIMITED**

**(CA Bhavuk Garg)
(Partnership Firm)
(Membership No.-502310)**

**Yogesh Agrawal
Managing Director
DIN-01165288**

**Parul Agrawal
Director
DIN-01165188**

**DATE: 29/05/2023
PLACE: DELHI**

**Anupam Aditya
Company Secretary**



GENOMIC VALLEY BIOTECH LIMITED
 Regd. Off: 4 KM STONE, BERRI CHHARRA ROAD, P.O. TANDAHERI,
 TEHSIL-BAHADURGARH, DISTT-JHAJJAR, HARYANA-124507
 CIN: L01122HR1994PLC033029
 Tele :- +91-9811341542
 Email: genomicvalley@gmail.com
 Visit: <http://www.genomicvalley.com>

**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	L01122HR1994PLC033029
Name of the company	Genomic Valley Biotech Limited
Registered office	4 K.M. Stone, Berri Chharras Road, P.O. Tandaheri, Tehsil-Bahadurgarh, District-Jhajjar, Haryana-124507

Name of the Shareholder	
Registered address	
E-mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member (s) of Genomic Valley Biotech Limited holding Equity Shares, 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 the 29th Annual General Meeting of the Company, to be held on Saturday, 30th day of September, 2023 at 11.00 A.M. at the Registered Office of the



Company at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS(ES)

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Parul Agrawal (DIN: 01165188) who retires by rotation and eligible offer herself for re-appointment.
3. Ratification of Appointment of M/S ANDROS & CO. (Firm Reg. No.008976N), Chartered Accountants, Delhi as Statutory Auditors of the Company

SPECIAL BUSINESS(ES)

4. REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRAVEEN KUMAR MISHRA AS DIRECTOR
5. REGULARIZATION OF ADDITIONAL DIRECTOR MS. JYOTI BANSAL AS DIRECTOR
6. SHIFTING OF REGISTERED OFFICE FROM "4 K. M. STONE, BERRI CHHARRA ROAD, VILLAGE- KHERKA, MUSALMAN, P. O. TANDAHERI, TEHSIL- BAHADURGARH, JHAJJAR, HARYANA- 124507" TO "73 LGF, WORLD TRADE CENTRE, BARAKHAMBHA AVENUE, CONNAUGHT PLACE, CENTRAL DELHI, NEW DELHI-110001" I.E. FROM THE STATE OF HARYANA TO NATIONAL CAPITAL TERRITORY OF DELHI
7. Alteration in Memorandum of Association

Signed this..... day of..... 2023.

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp of
Re 1

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.



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ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HANDOVER AT THE ENTRANCE OF ANNUAL GENERAL MEETING VENUE AT 4 K.M. STONE, BERRI CHHARRA ROAD P.O. TANDAHERI, TEH. BAHADURGARH, DIST. JHAJJAR, HARYANA-124507.

Name & Address of the Shareholder

.....

SEQUENCE NO. :
 FOLIO NO. :
 DP ID :
 CLIENT ID :

I hereby record my presence at the 29th ANNUAL GENERAL MEETING being held at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Distt. Jhajjar, Haryana-124507 on Saturday, the 30th day of September, 2023 at 11.00 A.M.

Signature of Member or Proxy

No. of Shares held

Notes:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)
3. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.
4. Shareholders/proxy holders desiring to attend the meeting may bring his/her copy of Annual Report for reference at meeting.

Electronic Voting Particulars

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number
230905051		

Note: Please read the instructions printed in the Notice dated 04th September, 2023 of the Twenty Ninth Annual General Meeting. The voting period starts from Wednesday, September 27, 2023 at 9.00 a.m. and ends on Friday, September 29, 2023 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.



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BALLOT FORM (In lieu of E-Voting at the Annual General Meeting)

1	Name of the Sole/First Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No./DP ID /Client ID	
4	Number of shares held	

I, We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the AGM Notice dated 04th September, 2023 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	Ordinary Business(es)			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2023, the reports of the Board of Directors and Auditors thereon.			
2	To re-appoint Mrs. Parul Agrawal (DIN 01165188) who retires by rotation and eligible offer herself for reappointment.			
3	Ratification of Appointment of M/S ANDROS & CO. (Firm Reg. No.008976N), Chartered Accountants, Delhi as Statutory Auditors of the Company			
	Special Business(Es)			
4	REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRAVEEN KUMAR MISHRA AS DIRECTOR			
5	REGULARIZATION OF ADDITIONAL DIRECTOR MS. JYOTI BANSAL AS DIRECTOR			
6	SHIFTING OF REGISTERED OFFICE FROM "4 K. M. STONE, BERRI CHHARRA ROAD, VILLAGE- KHERKA, MUSALMAN, P. O. TANDAHERI, TEHSIL-BAHADURGARH, JHAJJAR, HARYANA- 124507" TO "73 LGF, WORLD TRADE CENTRE, BARAKHAMBA AVENUE, CONNAUGHT PLACE, CENTRAL DELHI, NEW DELHI-110001" I.E. FROM THE STATE OF HARYANA TO NATIONAL CAPITAL TERRITORY OF DELHI			
7	Alteration in Memorandum of Association			

Place:

Date:

Signature of Member

NOTE: Last date for receipt of forms by the Company is 29th September, 2023.



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**Form No. SH-13
Nomination Form**

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the Company: Genomic Valley Biotech Limited

Registered Address of the Company: 4 KM STONE, BERRI CHHARRA ROAD, P.O. TANDAHERI, TEHSIL-BAHADURGARH, DISTT-JHAJJAR, HARYANA-124507

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S-

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No.:
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:



(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) Email Id. & Telephone No.:
- (h) Relationship with the security holder(s):
- (i) Relationship with the minor nominee:

Name(s) and Address of Security holder(s)

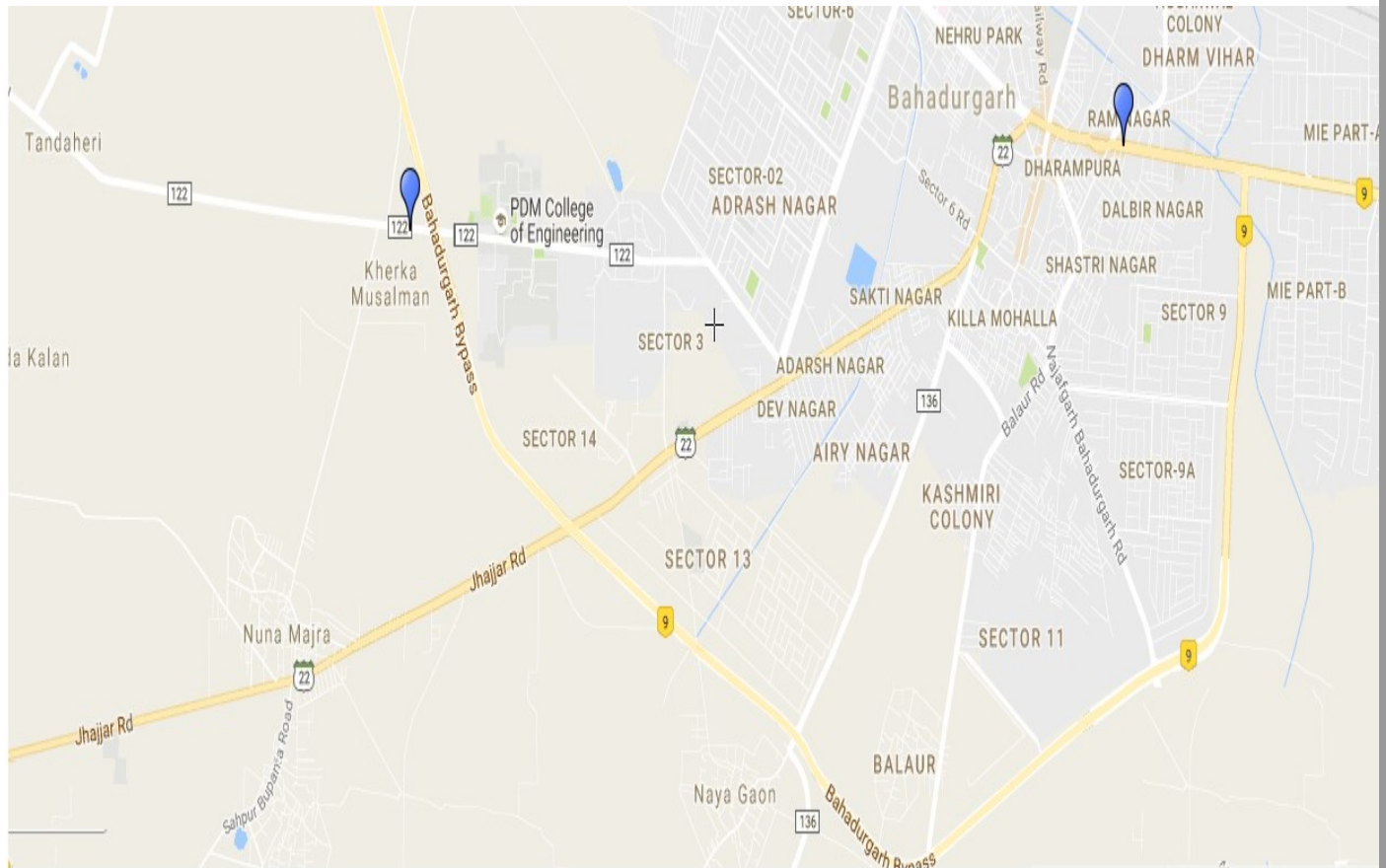
Signature(s)


Name and Address of Witness

Signature



Route Map:



The Symbol  is indicating Registered Office of the Company (4 K.M. Stone, Berri Chharra Road, P.O.Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana- 124507) which is nearby Landmark as PDM College of Engineering.