

GENOMIC VALLEY BIOTECH LIMITED

[CIN : L01122HR1994PLC033029]



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



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Date: 19th January, 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: Submission of Signed Minutes of Annual General Meeting held on 30.12.2022

Dear Sir/Madam,

Pursuant to applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the signed copy of Minutes of Annual General Meeting of the Company held on 30th December, 2022.

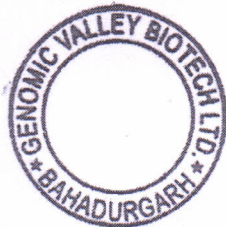
You are kindly requested to take the same on records & acknowledgement.

Thanking you.

Yours sincerely

For **Genomic Valley Biotech Limited**

Yogesh Agrawal
Managing Director
DIN: 01165288
Add: G-74, Pushkar Enclave,
Paschim Vihar Delhi – 110063



Encl: A/a

MINUTES OF TWENTY EIGHTH (28TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF GENOMIC VALLEY BIOTECH LIMITED HELD ON FRIDAY, THE 30TH DAY OF DECEMBER, 2022 AT 09:30 AM AND CONCLUDED AT 10:15 AM AT THE REGISTERED OFFICE OF THE COMPANY AT 4 K.M. STONE, BERRI CHHARRA ROAD, P.O. TANDAHERI, TEH. BAHADURGARH, DIST. JHAJJAR, HARYANA-124507.

PRESENT:**Directors**

- | | | |
|-----------------------------|---|--|
| 1. MRS. PARUL AGRAWAL | : | Non-Executive – Non-Independent Director |
| 2. MR. SATENDRA KUMAR GOYAL | : | Non-Executive - Independent Director |
| 3. MR. PRADEEP GUPTA | : | Non-Executive - Independent Director |

Members

As per the Attendance Register

In Attendance

- | | | |
|-------------------|---|--|
| 1. MR. LALIT SHAH | : | Chief Financial Officer |
| 2. MR. PRITAM | : | Company Secretary & Compliance Officer |

Invitees

- Mr. Rohit Batham, Partner of SBR & Co. LLP, Company Secretaries, Scrutinizer for E-Voting & Voting Through Poll in Annual General Meeting in Individual Capacity.

1. LEAVE OF ABSENCE

Mrs. Parul Agrawal, Director of the Company informed the members that Mr. Yogesh Agrawal, Chairman & Managing Director of the Company did not attend the meeting. Mrs. Parul Agrawal, Non-Executive & Non- Independent Director and Mr. Satendra Kumar Goyal and Mr. Pradeep Gupta, Non-Executive & Independent Directors were present and the Committee head Mr. Pradeep Gupta (DIN- 00503623), Chairman of Audit Committee, Stakeholders' Relationship Committee, Nomination, and Remuneration Committee attended the meeting.

2. CHAIRMAN

Mrs. Parul Agrawal, Non-Executive & Non - Independent Director was elected to act as Chairman of the Annual General Meeting. She took the Chair and introduced the Directors on the dias to the members.

3. QUORUM

After ascertaining, that the requisite quorum for the meeting was present, the Chairman called the meeting in order.

The Chairman informed that the Notice convening the 28th Annual General Meeting, Audited Financial Statements for the year ended on 31st March, 2022 along with the Report of Directors' thereon alongwith the Register of Directors and Key Management Personnel and their shareholding and Register of Contracts or Arrangements in which Directors and Key Management Personnel are interested were available for inspection by any Members during the business of the Meeting.

With the consent of the Members, the Chairman declared that the Notice of the Meeting together with the Directors' Report already circulated to the Members be taken as read.

4. ADDRESS BY CHAIRMAN

The Chairman addressed the members and thereafter, invited members to ask any clarifications / queries on the Annual Report and Financial Statements for the year ended 31st March, 2022. The clarification sought/ queries raised by the members were attended/ replied to their satisfaction by

CHAIRMAN'S
INITIALS

Parul Agrawal

MINUTE BOOK

the Chairman. She briefed the members about the reasons for the past performance and the steps to be taken to improve the performance of the Company in the future. The Chairman thanked the Board of Directors and all the stakeholders such as customers, franchisees, distributors, licensors, C & F Agents, Retailers, Suppliers, Bankers and all other business associates for their enduring support.

The Chairman thereafter took up the formal proceeding of the meeting.

5. NOTICE & DIRECTORS' REPORT

With the consent of the members present, the Notice dated 26th November, 2022 convening the 28th Annual General Meeting ('AGM'), Directors' Report and Financial Statements for the year ended 31st March, 2022 already circulated to the members were taken as read.

6. AUDITORS REPORT

With the consent of members present, the Auditors Reports (Secretarial Audit Report) already circulated to the members were taken as read.

7. REMOTE E-VOTING FACILITY AND POLL

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has provided remote e-voting facility to ensure larger participation coupled with equal opportunity to all the members to enable them to cast their vote electronically on all resolutions as set out in the Notice of Annual General Meeting. The remote e-voting was opened from 27th December, 2022 to 29th December, 2022. It was further informed that the Company has appointed Mr. Rohit Batham, Partner of SBR & Co. LLP, Company Secretaries as the Scrutinizer for remote e-voting as well as physical voting (poll) at this Annual General Meeting.

The Chairman informed that in terms of the provisions of Section 107 of the Companies Act, 2013, voting by show of hands has been dispensed with; no resolution will be proposed or seconded by the members present at this meeting. Therefore, it was obligatory to provide similar voting rights, by way of poll, to the members present in person and through proxies at the meeting, to vote in proportion to the shares held by them.

The Chairman stated that the members of Company who have not casted their votes in respect of all agenda items as per the notice of Annual General Meeting through remote e-voting could exercise their vote (s) through poll at the Annual General Meeting.

The Chairman thereafter, ordered poll on all the resolutions for the Ordinary as set out in the item nos. 1 to 2 of the Notice of the 28th Annual General Meeting and requested all the members present in the meeting, who have not casted their vote through remote e-voting, to cast their vote through poll ballots, which was made available to the members.

Thereafter, Mr. Rohit Batham, Partner of SBR & Co. LLP, Company Secretaries, Scrutinizer appointed for the poll, to take over the poll process and requested them to submit their report by 31st December, 2022, which was to be sent to the Stock Exchanges, where the Company's shares are listed and shall also be available on the website of the Company.

Thereafter, Mr. Rohit Batham, Partner of SBR & Co. LLP, Company Secretaries, Scrutinizer appointed for the Poll conducted the Poll which included distribution of ballot papers, showing empty polling boxes to the members, locking and sealing of polling boxes in the presence of the members. After ensuring that the members participating in the Poll had cast their votes, the Scrutinizers closed the Poll. The Scrutinizers then took the custody of polling box.

On the basis of Scrutinizer Report, results of remote e-voting as well as physical voting at the Annual General Meeting for the following Ordinary / Special Resolutions as stated at the item no. 1 to 2 of notice of 28th Annual General Meeting of the Company are as under:-

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Paul Agard

ORDINARY BUSINESS**ITEM NO.1****TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

On the basis of Scrutinizer Report, result of remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under:-

Resolution No. 1								
Resolution Required : (Ordinary)			To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, the reports of the Board of Directors and Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	2072450	1786750	86.21	1786750	0	100.00	0.00
	Poll		285700	13.79	285700	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2072450	100.00	2072450	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	982050	348388	35.48	348388	0	100.00	0.00
	Poll		325	0.03	325	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		348713	35.51	348713	0	100.00	0.00
Total		3054500	2421163	79.27	2421163	0	100.00	0.00

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT the Balance Sheet as at 31st March, 2022 and Statement of Profit and Loss Account for the year ended on that date as also the notes and schedules appended thereto, together with the reports of auditors and directors thereon including Management Discussion & Analysis report and Corporate governance report as laid down before the meeting be and were hereby approved and adopted.”

CHAIRMAN'S INITIALS

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ITEM NO. 2

TO RE-APPOINT MRS. PARUL AGRAWAL (DIN: 01165188) WHO RETIRES BY ROTATION AND ELIGIBLE OFFER HERSELF FOR RE-APPOINTMENT:

On the basis of Scrutinizer Report, result of remote e-voting as well as physical voting at the Annual General Meeting for the said item were as under:

Resolution No. 2								
Resolution Required : (Ordinary)			To re-appoint Mrs. Parul Agrawal (DIN: 01165188) who retires by rotation and eligible offer herself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	2072450	1786750	86.21	1786750	0	100.00	0.00
	Poll		2000	0.10	2000	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1788750	86.31	1788750	0	100.00	0.00
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	982050	348388	35.48	348388	0	100.00	0.00
	Poll		325	0.03	325	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		348713	35.51	348713	0	100.00	0.00
Total		3054500	2137463	69.98	2137463	0	100.00	0.00

The item was approved with requisite majority and the following resolution was passed as Ordinary Resolution:

“RESOLVED THAT Mrs. Parul Agrawal (DIN: 01165188), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director.”

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Parul Agrawal

MINUTE BOOK

Saraswati
REGD.

There being no other business to transact, the meeting ended with a vote of thanks to the Chair at 10:15 A.M.

Date of Entry: 19/01/2023
Date of Signing: 19/01/2023
Place: DELHI


Parul Agrawal
Chairman
(DIN: 01165188)

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