

**21<sup>st</sup>**  
**ANNUAL REPORT**

**2014-15**

**GENOMIC VALLEY BIOTECH LIMITED**

**GENOMIC VALLEY BIOTECH LIMITED**  
**Company Information**

**BOARD OF DIRECTORS**

Mr. Yogesh Agrawal	Managing Director
Mrs. Parul Agrawal	Director
Mr. Rajesh Kumar Saxena	Director
Mr. Pradeep Gupta	Director

**CHIEF FINANCIAL OFFICER**

Mr. Rajesh Kumar Jha

**COMPANY SECRETARY AND COMPLAINEE OFFICER**

Mr. Rohit Batham

**BOARD COMMITTEES**

**AUDIT COMMITTEE**

Mr. Pradeep Gupta	Chairman
Mrs. Parul Agrawal	Member
Mr. Rajesh Kumar Saxena	Member

**STAKE HOLDER RELATIONSHIP COMMITTEE**

Mr. Pradeep Gupta	Chairman
Mrs. Parul Agrawal	Member
Mr. Rajesh Kumar Saxena	Member

**NOMINATION AND REMUNERATION COMMITTEE**

Mr. Pradeep Gupta	Chairman
Mrs. Parul Agrawal	Member
Mr. Rajesh Kumar Saxena	Member

**RISK MANAGEMENT COMMITTEE**

Mr. Pradeep Gupta	Chairman
Mrs. Parul Agrawal	Member
Mr. Rajesh Kumar Saxena	Member

**BANKER**

Kotak Mahindra Bank  
State Bank of India

**REGISTERED OFFICE**

4 K.M. Stone, Berry Charra Road  
P.O. Tanda Hari, Teh. Bahadurgarh,  
Dist. Jhajjar, Haryana

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## NOTICE

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of Genomic Valley Biotech Limited will be held on Wednesday, 30<sup>th</sup> September, 2015 at 11.00 A.M. at the Registered Office of the Company at 4 K.M. Stone, Berry Charra Road P.O. TandaHeri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507 to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2015 and the Reports of the Directors and Auditors thereon.
2. To re-appoint Mrs. Parul Agrawal (DIN 01165188) who retires by rotation and eligible offer herself for reappointment.
3. To ratify the appointment of **M/s. A.K. KHATTAR & Associates, Chartered Accountants, Delhi** (M.NO. 084960) to be approved by Members at the Twenty First Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twenty Fifth Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

### **SPECIAL BUSINESS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajesh Kumar Saxena (DIN 06469888), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years commencing from 28<sup>th</sup> June 2014."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Pradeep Gupta (DIN 00503623), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years commencing from 28<sup>th</sup> June 2014."



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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Article of Association of the Company and subject to approval of Shareholders in the general meeting and also subject to approval of Central Government, if any, the consent of the Board of Directors of the Company be and is hereby accorded to re-appointment Mr. Yogesh Agrawal as Managing Director of the Company for a period of 5 years year with effect from 07<sup>th</sup> September, 2015 to 31st March, 2020 on the following term and conditions:

**Terms & Conditions**

1. **Period of Appointment:** 5 Year with effect from 07<sup>th</sup> September, 2015.
2. **Remuneration:** In terms of Schedule V of the Companies Act, 2013 read together with Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, the Managing Director shall be paid the following remuneration:
  - (i) **Salary:** Rs. 1,50,000/-Per Month (Rupees One Lakhs Fifty Thousand Per Month Only).
  - (ii) **Perquisites:** In addition to above, the Managing Directors shall be entitled to the following perquisites with an option to the Managing Director to receive the perquisites in any lawful combination as mutually agreed between him and the Board.
    - (a) Reimbursement of Medical Expenses incurred for self and his family in accordance with the rules specified by the company.
    - (b) Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.
    - (c) Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
    - (d) Personal accident insurance, group coverage for self/family as may be fixed by the Board from time to time.
    - (e) Provision of Company's car for the use of Company's business and telephone at residence will not be considered as perquisites.
  - (iii) **Commission:** Nil
  - (iv) **Remuneration in the event of loss etc.:** Notwithstanding anything contained herein, in the event of any loss. Absence or inadequacy of profit in any financial year, during the terms of office of the Managing Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not exceed the limits as prescribed under the Act including Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

For and on behalf of  
Genomic valley Biotech Limited

Yogesh Agrawal  
Chairman

DIN-01165288

Address: G-74, Pushkar Enclave, Date: 07.09.2015  
Paschim Vihar, Delhi- 110063Place: Haryana



Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and share transfer book of the Company will remain closed from Thursday, 24<sup>th</sup> September, 2015 to Wednesday 30<sup>th</sup> September, 2015 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. In accordance with the Articles of Association of the Company, Mrs. Parul Agrawal (DIN 01165188) Directors of the company offered herself for re-appointment at the Annual General Meeting.
5. Pursuant to Section 101 Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting a request form M/s Link Intime India Pvt. Ltd or Investor Service Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
7. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday 23<sup>rd</sup> September, 2015 i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Saturday 26<sup>th</sup> September, 2015 and will end at 5.00 p.m. on Tuesday 29<sup>th</sup> September, 2015. In addition, the facility for voting through electronic voting system shall also be made at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Govind Khandelwal, Practising Company Secretary at JKJ & Associates to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.



**PROCEDURE FOR REMOTE E-VOTING**

I. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

- (i) The voting period begins on 9.00 a.m. on Saturday 26<sup>th</sup> September, 2015 and will end at 5.00 p.m. on Tuesday 29<sup>th</sup> September, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday 23<sup>rd</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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,
- (vi) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
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"> <li>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 as mentioned in instruction (v).</li> </ul>

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.





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- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant **GENOMIC VALLEY BIOTECH LIMITED** on which you choose to vote.
- (xiv) 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.
- (xv) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (xvi) 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. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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. Wednesday 23<sup>rd</sup> September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- II. The voting rights shall be as per the number of equity shares held by the Member(s) as on Wednesday 23<sup>rd</sup> September, 2015, being the cut off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- III. The results of the electronic voting shall be declared after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
- 8. 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 at the Meeting.

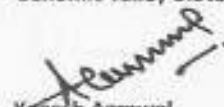




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9. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
10. Members may utilise the facility extended by the Registrar and Transfer Agent for redressal of queries. Members may visit [www.linkintime.co.in](http://www.linkintime.co.in) and click on Members option for query registration through free identity registration process.
11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
12. 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

  
Yogesh Agrawal  
Chairman

DIN-01165288

Address: G-74, Pushkar Enclave, Date: 07.09.2015  
PaschimVihar, Delhi- 110063Place: Haryana



**EXPLANATORY STATEMENT****Item No. 4**

The Board of Directors of the Company had appointed Mr. Rajesh Kumar Saxena as Director of the Company with effect from 28th June, 2014. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Rajesh Kumar Saxena shall hold office from the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Rajesh Kumar Saxena signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Rajesh Kumar Saxena, including nature of her expertise, is also annexed in this Annual Report.

The Company has received a declaration of independence from Mr. Rajesh Kumar Saxena. In the opinion of the Board, Mr. Rajesh Kumar Saxena fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rajesh Kumar Saxena, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

**Item No. 5**

The Board of Directors of the Company had appointed Mr. Pradeep Gupta as Director of the Company with effect from 28th June, 2014. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Pradeep Gupta shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Pradeep Gupta signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Pradeep Gupta, including nature of her expertise, is also annexed in this Annual Report.

The Company has received a declaration of independence from Mr. Pradeep Gupta. In the opinion of the Board, Mr. Pradeep Gupta fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Pradeep Gupta, is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members.

**Item No. 6**

The board has appointed Mr. Yogesh Agrawal as the managing Director of the company in consultation with Nomination and Remuneration committee and Audit Committee with effect from 7<sup>th</sup> September 2015 to 31<sup>st</sup> March 2020. In accordance with the provision of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Article of Association of the Company and subject to approval of Shareholders in the general meeting and also subject to approval of Central Government, if any, The period of appointment will be of 5 years with effect from 7<sup>th</sup> September 2015 on the term and conditions as set at item no. 6.

A brief profile of Mr. Yogesh Agrawal, including nature of her expertise, is also annexed in this Annual Report.

