

GENOMIC VALLEY BIOTECH LIMITED

TWENTY THIRD ANNUAL REPORT

2016-17



An annual report is a comprehensive report on a company's activities throughout the preceding year. Annual report is intended to give shareholders and other interested people information about the company's activities and financial performance.

Genomic Valley Biotech Limited
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>





GENOMIC VALLEY BIOTECH LIMITED Company Information

Board of Directors

1. Mr. Yogesh Agrawal
Managing Director
2. Mrs. Parul Agrawal
Non-Executive Director
3. Mr. Rajesh Kumar Saxena
Non-Executive Independent Director
4. Mr. Pradeep Gupta
Non-Executive Independent Director

Mr. Lalit Shah

Chief Financial Officer

Mr. Hitesh Kumar

Company Secretary & Compliance Officer

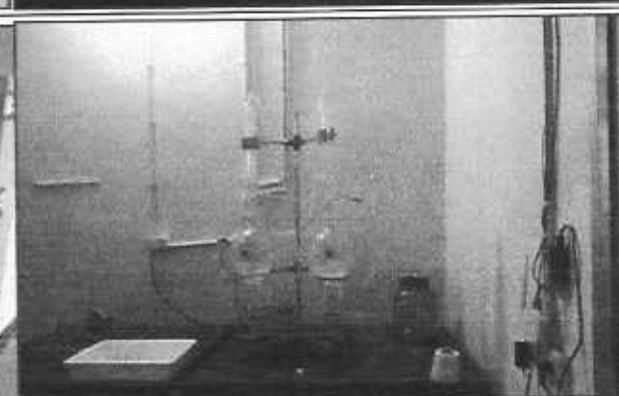
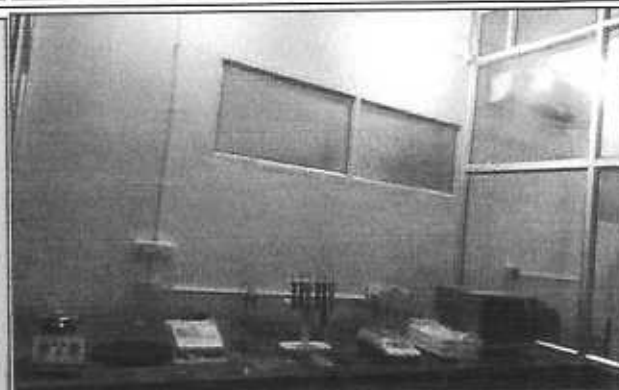
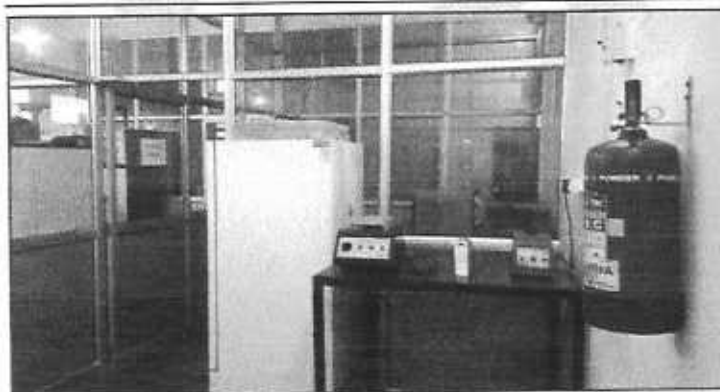
Kotak Mahindra Bank

State Bank of India

Banker







Board Committees

Audit Committee

Mr. Pradeep Gupta • Chairman

Mrs. Parul Agrawal • Member

Mr. Rajesh Kumar Saxena • Member

Stakeholder 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

CONTENTS

Particulars	Page No.
Notice of Annual General Meeting	8-20
Profile of Director	21
Board Report and Management Discussion & Analysis	22-36
Particulars of Employees and Directors	37-38
MGT-9	39-46
Auditor Certificate regarding Compliance of conditions of Corporate Governance	47
Nomination and Remuneration Policy	48-50
Secretarial Audit Report	51-55
Corporate Governance	56-70
Declaration by Managing Director	71
Managing Director & Chief Financial Officer Certification	72
Auditors' Report	73-79
Balance Sheet	80
Profit & Loss Account	81
Cash Flow Statement	82
Notes to Accounts	83-88
Proxy Form	89-90
Attendance Slip	91
Ballot Form	92
Nomination Form	93-94
Route Map & Landmark	95
Book Post	96



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 23rd Annual General Meeting (AGM) of the members of Genomic Valley Biotech Limited will be held on Wednesday, 27th day of September, 2017 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, 2017, 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 the appointment of **M/s. A.K. KHATTAR & Associates, Chartered Accountants, Delhi** (M. No. 084960) 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 rules made thereunder (including any statutory modification(s) or re-enactment thereof), and resolution passed by the members at their 20th Annual General Meeting held on May 31, 2014, the appointment of **M/s. A.K. KHATTAR & Associates, Chartered Accountants, Delhi** (M.NO. 084960), the Statutory Auditors of the Company, who being eligible have offered themselves for ratification of their appointment, be and is hereby ratified by the members of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company and the Board of Directors of the Company on the recommendation of the Audit Committee be and is hereby authorised to fix the remuneration payable to him for such appointment."

SPECIAL BUSINESS(ES)

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following as Special Resolutions:

4. TO INCREASE THE BORROWING POWERS OF THE COMPANY

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-



enactments thereof) and rules made thereunder as may be amended, from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company, to borrow, for the purposes of the Company's business, any sum or sums of money from time to time at its discretion in accordance with the Memorandum and Articles of Association of the Company notwithstanding that such sum or sums of money together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from time to time from the Company's bankers in the ordinary course of Business) may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided the aggregate of all sums borrowed by the Board from time to time and remaining outstanding shall not exceed, at any point of time, Rs. 50 Crores (Rupees Fifty Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities, etc. as it may consider fit in the interest of the Company and to execute all agreements, deeds, undertakings, etc. and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this Resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.

5. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt



that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Director or any other officer of the Company or any other person.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc."

6. GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the Board of Directors for:-

- i) giving any loan to any person or other body corporate,
- ii) giving any guarantee or providing security in connection with a loan to any other body corporate or person and/ or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs. 50 crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013 and the aggregate outstanding amount of loans/ guarantees/ securities given / provided to wholly owned subsidiary companies and / or joint venture companies and investments made in wholly owned subsidiary companies, from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide, from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for investments to be made, loans / guarantees to be given and securities to be provided to any person and / or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any Committee of Directors or Managing Director or Director or Officer of the Company or any other person.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc."

Date: 31.08.2017

Place: Haryana

For and on behalf of

Genomic Valley Biotech Limited



Yogesh Agrawal

Managing Director

DIN-01165288

**Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063**

