

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

#### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting (AGM) of the members of Genomic Valley Biotech Limited will be held on Saturday, 30<sup>th</sup> 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 31<sup>st</sup> 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 29<sup>th</sup> Annual General Meeting till the conclusion of the 30<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> 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 30<sup>th</sup> 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. TANDAHARI, 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/-**

**Date: 04.09.2023**

**Place: Haryana**

**Anupam Aditya  
Company Secretary & Compliance Officer**

**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 29<sup>th</sup> 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 29<sup>th</sup> 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 29<sup>th</sup> 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 29<sup>th</sup> 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](mailto: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 29<sup>th</sup> 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 29<sup>th</sup> 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 23<sup>rd</sup> 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 29<sup>th</sup> 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"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting</li> </ol>

	<p>link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>
Individual Shareholders	<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 <b>Depository Participants</b>	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.
---	--

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://www.evotingindia.com).
  2. Click on "Shareholders" module.
  3. Now enter your User ID