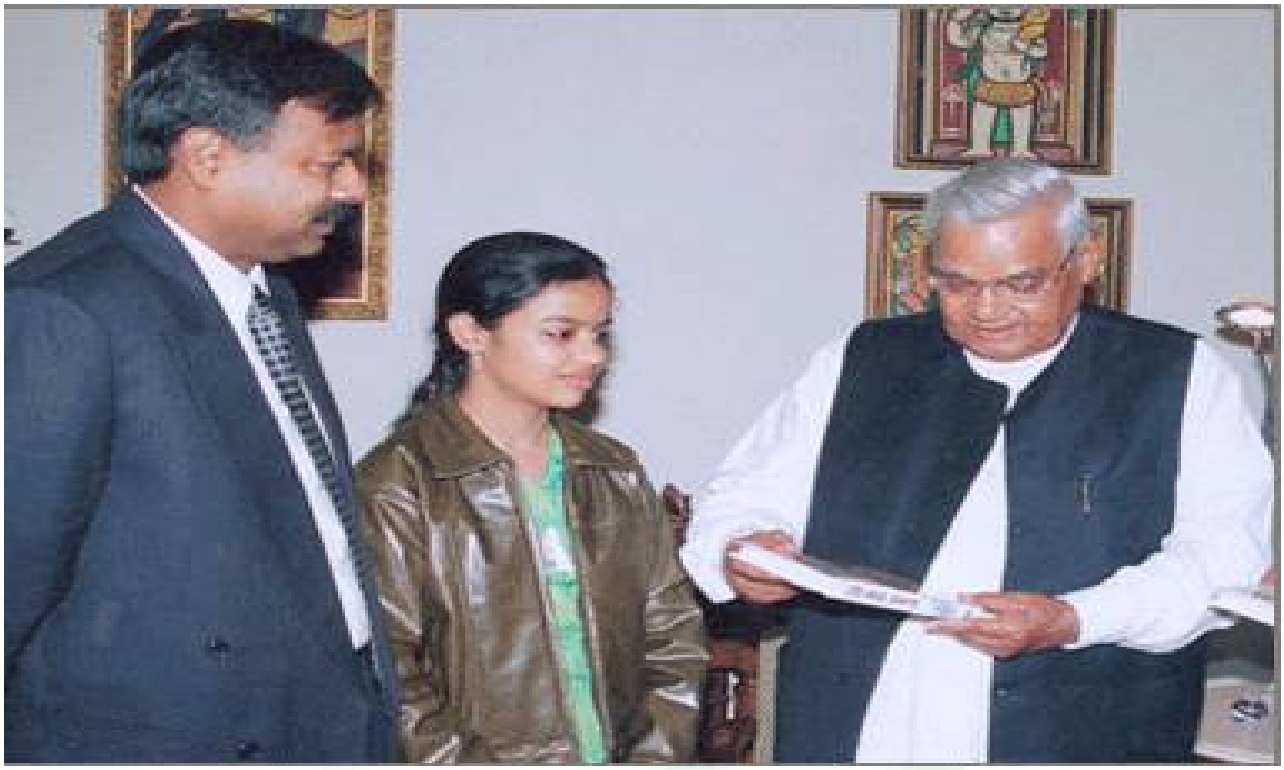
Genomic Valley Biotech Limited

Annual Report 2017-18

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

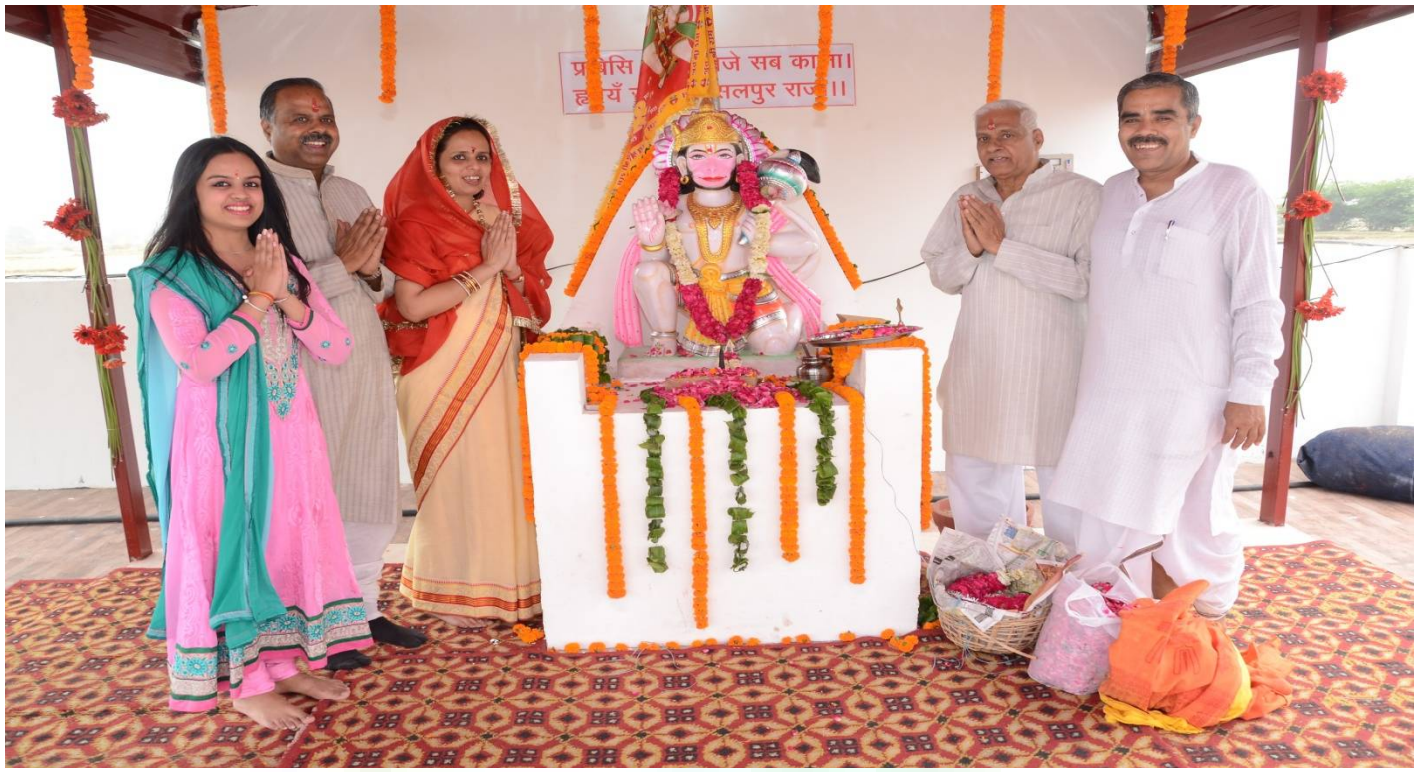
PRIME Minister Atal Behari Vajpayee today heralded the advent of the `bioinformatics wave' in India. Ruing the fact that the country caught up with the Silicon Valley phenomenon rather late, he urged the bio-sciences and IT communities in the country to take the lead in creating the new `Genomic Valley'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

Mandir Parishar of GVBL



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

Net House Cultivation

Poly House Cultivation

Solar Power Plant & Open Field Cultivation

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

Plant Tissue Culture Laboratory

In order to widen the company's Future Scope, we have entered into the field of Agricultural Training by signing Agreement with Eden Horticulture Services, Karnal, Haryana as Knowledge Partner.

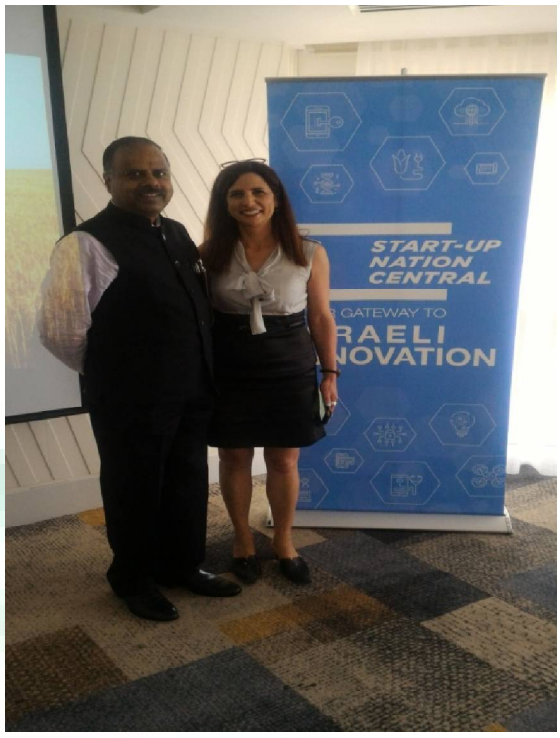
As former Hon'ble Prime Minister Shri Atal Bihari Vajpayee Ji as well our current Hon'ble Prime Minister Shri Narender Modi Ji both looked forward towards a Agriculturally Self Sufficient Nation.

Genomic Valley Biotech Ltd has put the foundation by getting started in Agricultural Training as only through Proper Training the farmers and agri-business entrepreneurs can be empowered to work towards our dream Agriculturally Self Sufficient Nation.

Genomic Valley
Biotech Limited
EdenHorti
Welcome to the
Agreement Signing Ceremony
Genomic Valley Biotech Limited a venturing in the field of
education with the launch of
"Genomic Valley Centre of Excellence
for Training in High-tech Agriculture and Biot
in collaboration with
Eden Horticulture Services
as knowledge partner
Sunday, August 12th, 2018
10:30 am onwards
Biotechnology Park

Company Genomic Valley Biotech Ltd is all set to bring in our country the most Modern and Precise Non Spray Pest Control System from Israel. And for this purpose our Managing Director visited Israel and has shortlisted such Company and in the process of signing agreement with them and bringing in their products and technologies in India !

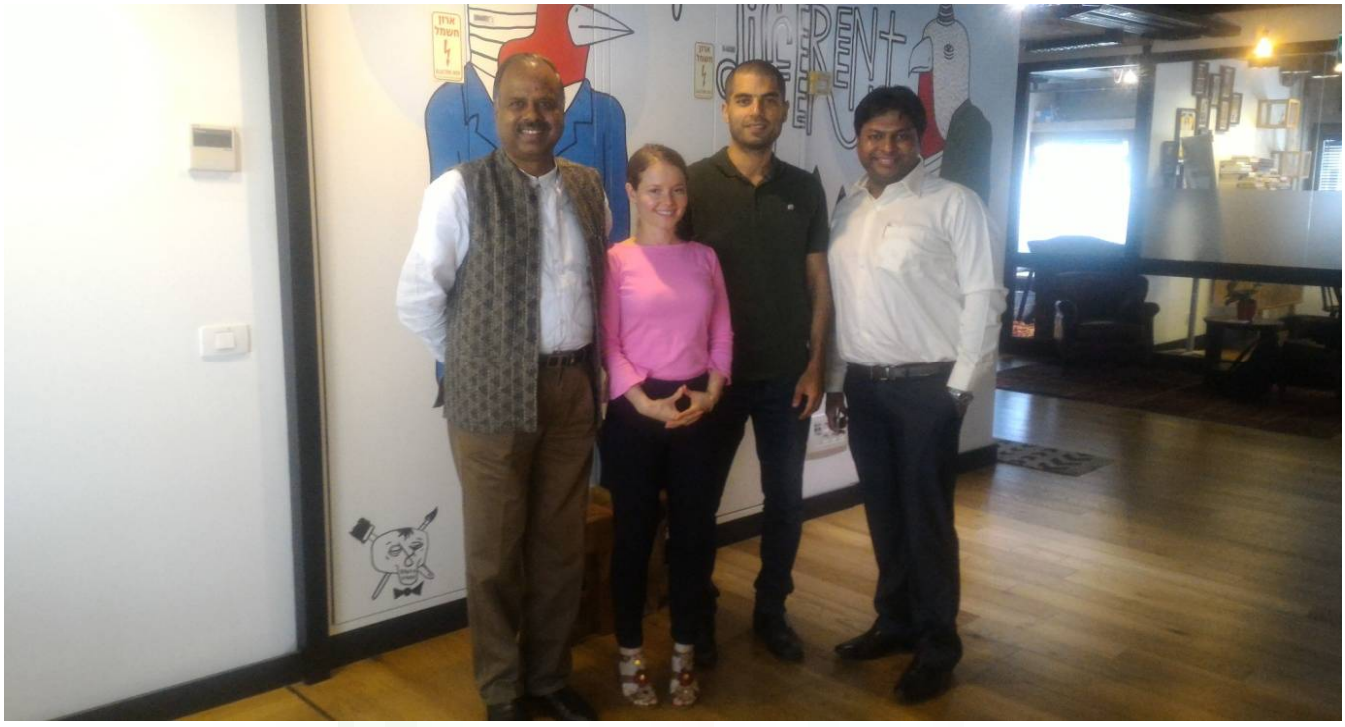
LR GROUP
MAKING VISION REALITY
RURAL
DEVELOPMENT
IMPACT
TRACK RECORD
Over 70
Projects in agro industry and rural development
20,000
Households directly benefiting from projects


START-UP
NATION
CENTRAL

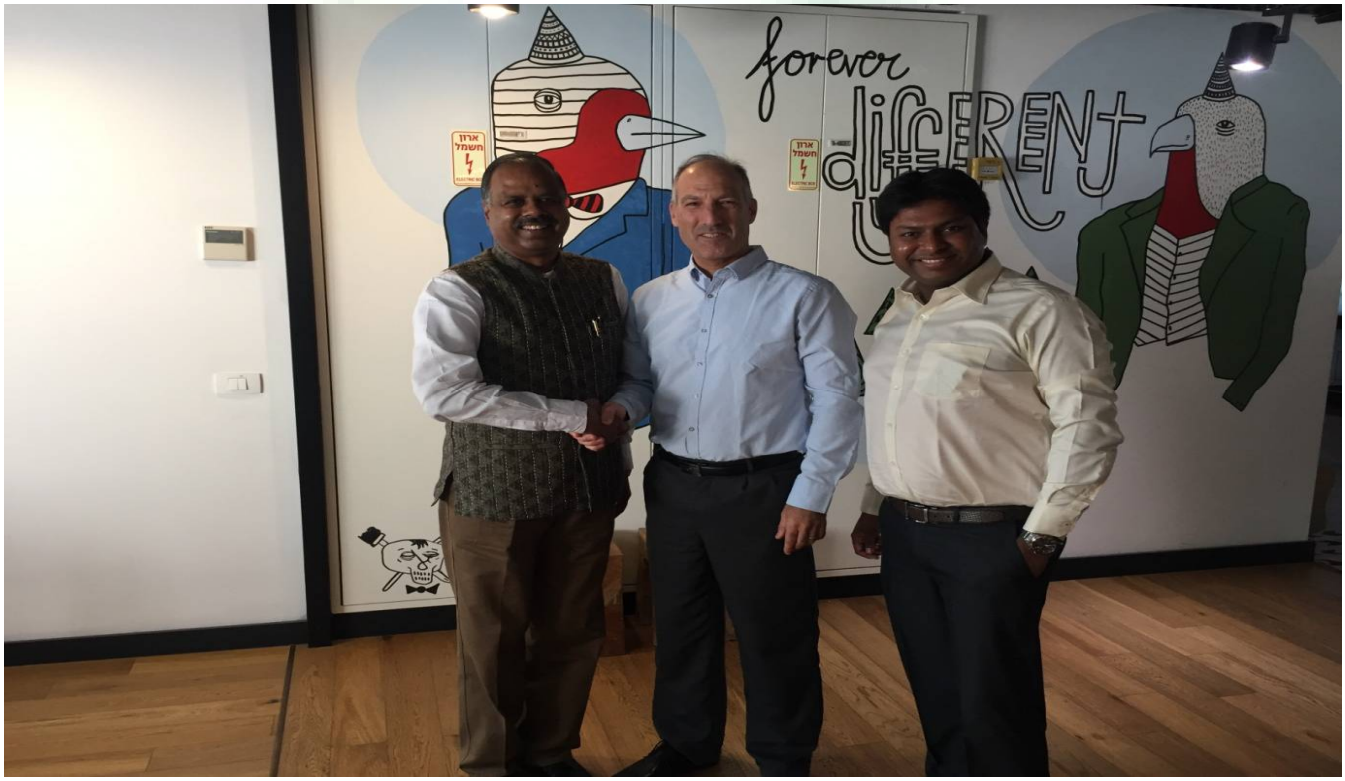
svensson

galcon
Dorot
Regaber

KN Bio Kit
(FOR ALL CROPS)
K-POWER
PRUDHVI



Sustainable Agricult
Technologies Ltd.
RZTO
Root-Zone
ROOTS
The Problem
5°C
The Solution
Heating and cooling roots


forever
different

מ.י.כ.ו.ל
מנרביץ ישי כהן
יעוץ הנדסי וטכנולוגיות בע"מ
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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 24th Annual General Meeting (AGM) of the members of Genomic Valley Biotech Limited will be held on Friday, 28th day of September, 2018 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, 2018, 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.

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

Date: 31.08.2018
Place: Haryana

NOTES:

1. 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.

2. 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.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 22nd September, 2018 to 28th September, 2018 both days inclusive.

9. 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.

10. 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.

11. 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 24th Annual General Meeting (AGM) and the Annual Report for the year 2017-18, 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.

12. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for the year 2017-18 and the Notice of the 24th AGM would be sent in the permitted mode.

13. 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)**

14. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for financial year 2017-18 will also be available on the Company's website at www. 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

15. 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.

16. 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.

17. 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 to this notice.

18. 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.

19. 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.

20. 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.

21. **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 24th 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, Practicing Company Secretary, New Delhi 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 21st September, 2018 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 27th September, 2018 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.

22.1 Members whose shareholding is in the dematerialised from and whose e-mail addresses are registered with the Company / Depository Participants will receive an e-mail informing User ID and Password.

a. The e-voting period begins on September 25, 2018 at 9.00 a.m. and ends on September 27, 2018 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 21, 2018, 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. The shareholders should log on to the e-voting website www.evotingindia.com.

d. Click on the link "Shareholders/Members".

e. Now Enter your User ID
   i. For CDSL: 16 digits beneficiary ID,
   ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

f. Next enter the Image Verification as displayed and Click on Login.

g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence numberin the PAN Field which is printed on Ballot Paper / Attendance Slip indicated in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. • 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 (e).

i. After entering these details appropriately, click on "SUBMIT" tab.

j. 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.

k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

l. Click on the EVSN for the relevant GENOMIC VALLEY BIOTECH LIMITED on which you choose to vote.

m. 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.

n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

o. 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.

p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

r. 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.

s. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

t. 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 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.
- After receiving the login details by custodian 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. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).
- The list of accounts linked in the login should be mailed to 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.

u. 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. Friday 21st September, 2018 may follow the same instructions as mentioned above for e-Voting.

v. 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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 18002005533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai-400013, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533.

22.2 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.

22.3 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.

22.4 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.

22.5 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.

22.6 The members who have cast their vote by e-voting may also attend AGM, but shall not be entitled to cast their vote again.

22.7 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. 21st September, 2018.

22.8 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. 21st September, 2018 only shall be entitled to avail the facility of e-voting / physical voting.

22.9 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 (3) 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.

23. 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.

24. 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.

25. 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/-
Yogesh Agrawal
Managing Director
DIN-01165288
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

Date: 31.08.2018
Place: Haryana

Annexure 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 47 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 28 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

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	1. Wife of Mr. Yogesh Agrawal, Managing Director of the Company

BOARD REPORT
AND
MANAGEMENT DISCUSSION AND ANALYSIS

To,
The Members,

Your Directors have pleasure in presenting their 24th Board Report on the business and operations of the Company along with Audited Financial Statements for the Financial Year ended March 31, 2018.

FINANCIAL RESULTS

The company performance for the financial year ended on March 31st, 2018 is summarized below:

In **Rs.**

Particulars	**2017-18**	**2016-17**
Revenue from Operations	59,44,429.50	44,12,665.00
Other Income	1,24,688.31	7,62,638.59
Total Revenue	60,69,117.81	51,75,303.59
Total Expenses	56,96,242.04	58,73,763.40
Profit before Exceptional Items and Tax	3,27,875.77	(6,98,459.81)
Exceptional Item	2,13,000.00	-
Profit before Tax	5,85,875.77	(6,98,459.81)
Tax Expenses	2,44,970.79	(12,705.32)
Profit After Tax for the year	3,40,904.98	(6,85,754.49)
Paid up Capital (in No. of shares @ Rs. 10 each share)	30,54,500.00	30,54,500.00

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the Financial Year ended 2018 under review, the Company has earned the profit of Rs. 3,40,904.98 against the loss of Rs. 6,85,754.49 in the previous Financial Year ended 2017.

In the Financial Year 2017-2018, the company is witnessing sustained commercial production from its 2 x 1500 sq. metre Naturally Ventilated Poly House and a Net House of 500 sq. metres.

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.

FUTURE PROSPECTUS AND UPCOMING ACTIVITIES

In this present financial year, 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 an assured minimum profit to him.

In addition to the above, the company has finished constructing and setting up of its Plant Tissue Culture Lab of 5 million plantlet capacity and now working on some upcoming research projects and planning to get into commercial production. Once the process becomes result oriented, the company is having elaborate planning to expand its Plant Tissue Culture Lab on larger commercial unit.

In the present year, the Company has ventured into setting up of Training Centre by the name GVBL Institute of High-Tech Agriculture & Biotechnology. This new venture has come up through collaboration with Eden Horticulture Services, Karnal (Haryana) as their Knowledge Partner. Hence GVBL is speeding forwards in all directions in the field of Agriculture.

PRESENT ACTIVITIES

1. High-Tech Cultivation through Environment Controlled Poly Houses, NFT & DFT etc.
2. Production of Tissue Cultured Improved Varieties of Plants.
3. Organic Farming --- Open Field Cultivation using Bio-Fertilizer.

FUTURE PLANNING

1. Setting up of Agricultural Training Centre by the name of GVBL Institute of High-Tech Agriculture & Biotechnology, through collaboration between two companies viz Genomic Valley Biotech Ltd. and Eden Horticulture Services has entered into a Collaboration Agreement on 12th August, 2018 and signed the agreement at GVBL Project Site at Bahadurgarh, Haryana.

2. 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.

3. Bringing of Drone Technology.

4. Horticulture without spray, GVBL is all set to bring the most Modern Pest Management Technique from Israel.

5. Poly House Construction

6. Contracted Poly House controlled environment and open field cultivation.

7. Agri - Farmaing Consultancy.

8. Farm 2 Door Step Services for supply of fruits & vegetables through its website farm2doorstep.com.

9. Agri Skill Development Centre

10. Agri Input Shop for High-Tech Cultivation (Khad Beej Bhandar)

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 !

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.

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.

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 !

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.

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.

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

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.

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.

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.

DIVIDEND

Your Director has not recommended a dividend for the financial year because company is having losses in the financial year 2017-18. The company expects growth in coming years.

RESERVES

The company is having loss in financial year 2017-18.Therefore no amount was transferred into reserve account.

MATERIAL CHANGES AND COMMITMENTS

There is no material changes and commitments effecting the financial position of the company which have occurred during the financial year 2017-18 of the company to which the financial statement relates to the date of this report.

NUMBER OF MEETINGS OF THE BOARD

Six (6) 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, 2018, 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, 2018 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.

Economy and Markets

India's agriculture sector is likely to grow at 2.1 per cent in 2017-18, followed by Industry (4.4 per cent) and services (8.3 per cent), according to the Economic Survey 2017-18

Credit from institutional sources will complement all such government initiatives like Soil Health Card, Input Management, Per Drop More Crop in Pradhan Mantri Krishi SinchaiYojana (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.

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 are active in the following fields of operation:

A. Setting up of Agricultural Training Centre by the name of GVBL Institute of High-Tech Agriculture & Biotechnology, through collaboration between two companies viz Genomic Valley Biotech Ltd. and Eden Horticulture Services has entered into a Collaboration Agreement on 12th August, 2018 and signed the agreement at GVBL Project Site at Bahadurgarh, Haryana.

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 - Farmaing 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.

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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.

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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.

Plant Tissue Culture Laboratory

The company is having a fully functional commercial Plant Tissue Culture Laboratory to produce tissue cultured plantlets for selling as well as captive consumption of the same. Work is going on. And also company is having plan to do contractual research in the similar fields

Opportunity and Threats

AGRICULTURE

Agriculture in India today is constrained by various factors. We have created history by producing 250 million MT of food grains in 2016-17, but this has been accompanied by land degradation, declining size of land holdings and many other related problems. The present paper analyses the strengths, weaknesses, opportunities and threats to Indian agriculture. While the strength lies in having the largest cultivable land with record food grains production, our weakness lies in having low yields, less value addition and food processing and large amount of post harvest losses

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

As you all know Honourable Prime Minister Shri Narendra Modi had explicitly stated in his election campaign that farmers would be the NDA's 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. Our plan ensures buy back of produce by our farmers at a guaranteed minimum price to enhance their annual earnings in the process.

Supply Chain

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

The company has 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.

Apart from this your company is continuing its researches in varied field of biotechnology.

Our Research Team is already conducting Basic Research in Premier Institute in the country in the following prospective fields:

Agriculture

- Crop Biotechnology
- Biofertilizers
- Biopesticides 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 global economic climate continues to be volatile, uncertain and prone to geo-political risks. The marked slowdown in global markets is expected to continue in 2017. The divergence in developed market growths is expected to add to the volatility in the currency markets.

In this global backdrop, India is expected to perform better, aided by improving macroeconomic fundamentals. However, execution of the reform agenda and kick starting the investment cycle will be key determinants of India's economic performance. While currently inflation is benign, upside pressures on inflation from the vagaries of monsoon or sudden changes in the rupee, could have a significant bearing on inflation.

Biotechnology markets are expected to grow. While consumer confidence has increased, this has not yet translated into significant improvement in market conditions. There are a few green shoots in market growths; however, uncertain global economic environment, inflation and competitive intensity continue to pose challenges. While the near term conditions pose a challenge for the economy, the medium to long term secular trends based on rising incomes, aspirations, low consumption levels, are positive and an opportunity for the Biotechnology sector. The Company, with its brands, talent and investment in capabilities, is well placed to benefit disproportionately from this opportunity.

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.

Risks and concerns

There is a rich public debate about how the potential risks associated with biotechnology methods and bioindustry 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 it commercial activity partially. However, the management is having highly professional outlook at the adequate control system when commercial activity will start.

Financial Performance with respect to Operational Performance

FINANCIAL RESULTS

The company performance for the financial year ended on March 31, 2018 is summarized below:

In **Rs.**

Particulars	**2017-18**	**2016-17**
Revenue from Operations	59,44,429.50	44,12,665.00
Other Income	1,24,688.31	7,62,638.59
Total Revenue	60,69,117.81	51,75,303.59
Total Expenses	56,96,242.04	58,73,763.40

Profit before Exceptional Items and Tax	3,27,875.77	(6,98,459.81)
Exceptional Item	2,13,000.00	-
Profit before Tax	5,85,875.77	(6,98,459.81)
Tax Expenses	2,44,970.79	(12,705.32)
Profit After Tax for the year	3,40,904.98	(6,85,754.49)
Paid up Capital (in No. of shares @ Rs. 10 each share)	30,54,500.00	30,54,500.00

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the Financial Year ended 2018 under review, the Company has earned the profit of Rs. 3,40,904.98 against the loss of Rs. 6,85,754.49 in the previous Financial Year ended 2017.

In the Financial Year 2017-2018, the company is witnessing sustained commercial production from its 2 x 1500 sq. metre Naturally Ventilated Poly House and a Net House of 500 sq. metres.

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.

The Company has started open field cultivation activities at its site at Bahadurgarh, Haryana and started taking commercial production in this present financial year.

In this present financial year 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 an assured minimum profit to him.

Also the company is taking up Ready-made Greenhouses from farmers on lease basis and using it for commercial production for the company with a yearly contractual understanding.

In addition to the above, the company has finished constructing and setting up of its Plant Tissue Culture Lab of 5 million plantlet capacity and now working on some upcoming research projects and planning to get into commercial production in a small way. Once the process becomes result oriented, the company is having elaborate planning to expand its Plant Tissue Culture Lab on larger commercial unit.

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 Mr. Rohit Batham, a Practicing Company Secretary, Secretarial Auditor of the Company for the financial year 2017-18. 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 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.

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 2017-18, the Company has not received any complaints on sexual harassment and also, no complaint is pending on sexual harassment.

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 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.

Apart from this your company is continuing its researches in varied field of biotechnology as follows:

Our Research Team is already conducting Basic Research in Premier Institute in the country in the following prospective fields:

Agriculture
- Crop Biotechnology
- Biofertilizers
- Biopesticides 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.

The Company has started open field cultivation activities at its site at Bahadurgarh and started taking commercial production in this present financial year.

iii. Imported technology:

a. Detail of Technology

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.

b. The above technology is imported during the year 2017-18.

c. This technology is fully absorbed.

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, 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 financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013. 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, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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, 2013confirming 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 Section178 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

A K Khattar & Associates**,** Chartered Accountant was appointed as statutory auditors of the Company in the Annual General Meeting held on 31st May, 2014 for five years subject to ratification for four consecutive Annual General Meeting held after Annual General Meeting held on 31st May, 2014.

As per the Companies (Audit and Auditors) Amendment Rules 2018 dated 07.05.2018, the ratification of appointment of statutory auditors of the Company in every Annual General Meeting till Sixth Annual General Meeting has been omitted.

Therefore, A K Khattar & Associates**,** Chartered Accountant shall continue as statutory auditors of the Company for financial year 2018-19. There is no requirement of ratification of appointment of Statutory Auditors in ensuing Annual General Meeting.

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

The Board has appointed **M/S ANDROS & CO. (Reg. No.008976N),** Chartered Accountants, to conduct Internal Audit for the financial year 2017-18.

Secretarial Auditor

The Board has appointed Mrs. Indu Jain, Practicing Company Secretary, New Delhi as Secretarial Auditors of the Company for carrying out the secretarial audit for the financial year 2017-18.

But Due to her pre-occupation, Mrs. Indu Jain resigned on 11.01.2018 from acting as Secretarial Auditors of the Company. The Company has appointed Rohit Batham & Associates, Company Secretaries, New Delhi as Secretarial Auditors of the Company for carrying out the secretarial audit for the financial year 2017-18 in the Board Meeting held on 03.02.2018 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, 2018 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: 31.08.2018
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 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sl. No.	Name of the Director/KMP and Designation	Remuneration of Director/KMP for the Financial Year 2017-18 (In Rs.)	% Increase in Remuneration in the Financial year 2017-18	Ratio of remuneration of each Director to median remuneration of Employees
1.	Mr. Yogesh Agrawal (Managing Director)	18,00,000/-	Nil	9.85%
4.	Mr. Hitesh Kumar (Company Secretary & Compliance officer)	3,59,000/-	18.52%	NA
6.	Mr. Lalit Shah (Chief Financial Officer)	3,80,000/-	40.00%	NA

(ii) The median remuneration of employees of the Company during the financial year was Rs.1,77,234/-

(iii) The percentage increase in the median remuneration of employees in the financial year 2017-18 is 79.37%.

(iv) There were 9 permanent employees on the rolls of Company as on March 31, 2018.

(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	6	7	8
	Name of the Top Ten Employees	Sanjoy Gupta	Lalit Shah	Ashish Shukla	Sikandar Rathi	Shashi Shekhar Singh	Hitesh Kumar	Siddharth Sanghi	Satish Kumar
1	Designation	General Manager(Policy Planning & Procurement)	General Manager (Agriculture Planning) and Chief Financial Officer w.e.f 02.09.2017	Research Assistant	Agriculture Supervisior	Research Scientist	Company Secretary	Account Manager	Account Assistant
2	Remuneration received	88700	380000	139467	215000	321692	359000	22539	30000
3	Nature of employment	Payroll	Payroll	Payroll	Payroll	Payroll	Payroll	Payroll	Payroll
4	Qualification & Experience	M.Sc. Chemistry from D.U., 35 Yrs.	B. (Sc), 22 Yrs.	M. (Sc), 1.2 Yrs.	Matriculation, 15 Yrs.	P. HD. Pre Submitted, 1.5 Yrs.	Company Secretary, 3 Yrs.	B.Com & CA Final Pursing, 3 Months	B.Com, 16 Yrs.
5	Date of Commencement of employment	01.04.2015	01.01.2016	01.04.2015	01.04.2015	01.09.2016	23.11.2016	01.01.2018	01.02.2018
6	Age	55	47	38	34	35	31	25	37
7	Last Employment	Shreeram Industrial Enterprises Ltd	Self Employed	Project Assistant in JNU	Agriculture Worker	NRCPB, New Delhi as Senior Research Fellow	Chandrasekaran Associates	Student	Self Employed
8	Percentage of Equity shares held	0.03	NIL	NIL	0.001	NA	NA	NA	NA
9	Relationship with any director or manager and name of the such director	NA	NA	NA	NA	NA	NA	NA	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: 31.08.2018
Place: Haryana

Annexure B to the Board Report

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2018

(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
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 01/04/2017				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2018				% 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	1961700	0	1961700	64.22	2066950	5500	2072450	67.85	5.65

(b)	Central Government/State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(d)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(e)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total A(1)	1961700	0	1961700	64.22	2066950	5500	2072450	67.85	5.65
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(e)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total A(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Total A=A(1)+A(2)	1961700	0	1961700	64.22	2066950	5500	2072450	67.85	5.65
(B)	**PUBLIC SHAREHOLDING**									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	0	0	0	0	0	0	0	0	0
(b)	Financial Institutions /Banks	0	0	0	0	0	0	0	0	0
(c)	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(i)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total B(1)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	0

(2)	NON-INSTITUTIONS									0
(a)	Bodies Corporate	0	250000	250000	8.19	0	250000	250000	8.19	0
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	0	144450	144450	4.73	0	21150	21150	0.69	-85.36
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	0	698350	698350	22.86	710900	0	710900	23.27	1.79
(c)	Others									
	CLEARING MEMBERS	0	0	0	0	0	0	0	0	0
	NON RESIDENT INDIANS	0	0	0	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
	Sub-Total B(2) :	0	1092800	1092800	35.78	710900	271150	982050	32.15	-10.13
	Total B=B(1)+B(2) :	0	1092800	1092800	35.78	710900	271150	982050	32.15	-10.13
	Total (A+B) :	1961700	1092800	3054500	100	2777850	276650	3054500	100	0
(C)	Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A+B+C) :	1961700	1092800	3054500	100	2777850	276650	3054500	100	0

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	1678000	54.93	0	1786750	58.49	0	6.48
2	Mrs. Parul Agrawal	283700	9.29	0	283700	9.29	0	0

3	Ms. Ojaswini Avantika	0	0	0	2000	0.07	0	0
	TOTAL	1961700	64.22	0	2072450	67.85	0	5.65

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Yogesh Agrawal				
	At the beginning of the year	1678000	54.93	1678000	54.93
	Bought during the year	108750	3.56	108750	3.56
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	1786750	58.49	1786750	58.49
2.	Ojaswini Avantika				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	2000	0.07	2000	0.07
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	2000	0.07	2000	0.07

D) Shareholding Pattern of top ten Shareholders as on 31st March 2018: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	M/s Geep Industrial Syndicate Ltd				
	At the beginning of the year	2,50,000	8.19	2,50,000	8.19
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	2,50,000	8.19	2,50,000	8.19
2.	Deepti Aggarwal				
	At the beginning of the year	56,000	1.83	56,000	1.83
	Bought during the year	280000	9.17	280000	9.17
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	336000	11.00	336000	11.00
3.	Amar Aggarwal				
	At the beginning of the year	56,000	1.83	56,000	1.83
	Bought during the year	220500	7.22	220500	7.22
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	276500	9.05	276500	9.05
4.	Harish Chandra Sharma				
	At the beginning of the year	28150	0.92	28150	0.92
	Bought during the year	98400	3.22	98400	3.22
	Sold during the year	28150	0.92	28150	0.92
	At the end of the year	98400	3.22	98400	3.22
5.	Avani Gupta				
	At the beginning of the year	4,000	0.13	4,000	0.13

	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	4,000	0.13	4,000	0.13
6.	Parteek Gupta				
	At the beginning of the year	4,000	0.13	4,000	0.13
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	4,000	0.13	4,000	0.13
7.	Anwar Saidkhan				
	At the beginning of the year	200	0.01	200	0.01
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	200	0.01	200	0.01
8.	Anwar Saidkhan				
	At the beginning of the year	200	0.01	200	0.01
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	200	0.01	200	0.01
9.	Deeba Yunus				
	At the beginning of the year	200	0.01	200	0.01
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	200	0.01	200	0.01
10.	Syed Mohd. Jamal				
	At the beginning of the year	200	0.01	200	0.01
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	200	0.01	200	0.01

E) Shareholding of Directors and Key Managerial Personnel as on 31st March 2018:

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)	16,78,000	54.93	17/11/2017 & 15/03/2018	108750	Bought shares through Transfer	1786750	58.49
2.	Parul Agrawal (Director)	2,83,700	9.29	NA	NA	NA	2,83,700	9.29
3.	Rajesh Kumar Saxena (Director)	NIL	NIL	NA	NA	NA	NIL	NIL
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.	Hitesh Kumar (Company Secretary)	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 2018:

(In Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	75,00,000	NIL	75,00,000
ii) Service charge due but not paid	NIL	66,55,069	NIL	66,55,069
iii) service charge accrued but not due	NIL	NIL	NIL	Nil
Total (i+ii+iii)	NIL	1,41,55,069	NIL	1,41,55,069
Change in Indebtedness during the financial year				
* Addition (Service charge)	NIL	3,00,000	NIL	3,00,000
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	3,00,000	NIL	3,00,000
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	75,00,000	NIL	75,00,000
ii) Interest due but not paid	NIL	69,55,069	NIL	69,55,069
iii) Interest accrued but not due	NIL	NIL	NIL	Nil
Total (i+ii+iii)	NIL	1,44,55,069	NIL	1,44,55,069

*This bridge loan is taken from National Horticulture Board and instead of interest they charge 4% service charges p.a.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

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	Rs. 18,00,000	Rs. 18,00,000
	(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)	Rs. 18,00,000	Rs. 18,00,000
	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	Rajesh Kumar Saxena	Parul Agrawal	
1	Independent Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	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			
		CEO	Hitesh Kumar (Company Secretary & Compliance Officer)	Lalit Shah (CFO)	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	3,59,000/-	3,80,000/-	7,39,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	0	0	0
2	Stock Option	N.A.	0	0	0
3	Sweat Equity	N.A.	0	0	0
4	Commission	N.A.	0	0	0
	- as % of profit	N.A.	0	0	0
	others, specify...	N.A.	0	0	0
5	Others, please specify	N.A.	0	0	0
	Total	N.A.	**3,59,000/-**	**3,80,000/-**	**7,39,000/-**

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: 31.08.2018
Place: Haryana

Annexure C to the Board Report

A.K. Khattar & Asssociates
Chartered Accountants

112-A, Ground Floor, DDA Complex,
Jhandewalan Extn-1, New Delhi-110055
Ph: 011-43570260

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, 2018, 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 AK KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANT

sd/-
AK KHATTAR
(PROPRIETOR)
M.NO. 084960

Date: 31.08.2018
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 PERIOD FROM APRIL 1, 2017 TO MARCH 31, 2018

[*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
4 KM STONE BERI CHHARRA ROAD,
P.O. TANDAHERI, TEHSIL-BAHADURGARH,
DISTT-JHAJJAR, HARYANA-124507

I 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 my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company as specified in **ANNEXURE-I**, and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the period covered by our audit, that is to say, from April 01, 2017 to March 31, 2018 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR");
3. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
4. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
5. 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
6. 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;

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable
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 and
h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable

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

1. Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India;
2. Laws specifically applicable to the industry to which the Company belongs: We have been intimated by the Company that no specific laws are applicable to it.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

My observations:
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The number of directors liable to retire by rotation is in compliance with provision of 152 (6) of Act, 2013 which provides that 2/3rd of the total directors (except independent directors) of the Company shall be such whose period of office will be liable to determination by retirement of directors by rotation.

As per section 203 of the Companies act, 2013 the KMP has to be appointed within 6 months from the date of vacation which has been complied by the Company.

Recommendations as a matter of best practice:

In the course of our audit, we have made certain recommendations for good corporate practices, separately placed before the Board, for its consideration and implementation by the Company.

I further report that having regard to the compliance system prevailing in the company and on examination of the relevant documents and records in pursuance thereof, on the test check basis, the company has complied with the laws applicable specifically to the company.

I further report that the Company has adopted a proper internal financial controls and risk management policy of the Company. It is the duty of the directors to ensure that there is proper system for the internal financial control and risk management systems of the Company.

I further reported that the company is adequate in filing all forms and returns as per the Act. Company had taken disclosure of interest from directors and taken a note for the same in Board Meeting.

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, 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 unanimously 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.

I further report that subject to above the company has complied with the conditions of Corporate Governance as stipulated in the Act and the Listing Regulations.

I further report that the Company is reportedly in the process, has laid down adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further reported that during the Audit Period, the Company has not incurred any specific event/ action that can have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Note: This report is to be read with our letter of even date which is annexed as ''Annexure I' and ''Annexure A'' and forms an integral part of this report.

Place: Delhi
Date: 20.08.2018

For Rohit Batham & Associates
Company Secretaries

sd/-
Rohit Batham
Membership No.:37260
C P No.:19095

ANNEXURE-I

LIST OF DOCUMENTS

1.1 Minutes books of the following Meetings were provided:

i. Board Meeting
ii. Audit Committee
iii. Nomination and Remuneration Committee
iv. Stakeholder Relationship Committee
v. General Meeting

1.2 Annual Report (2016-17), Annual Accounts for the F.Y. 2017-18

1.3 Memorandum and Articles of Association

1.4 Disclosures under the Act, 2013

1.5 Policies framed under the Act, 2013

1.6 Documents pertaining to to Compliances under SEBI (LODR) Regulations, 2015

1.7 Forms and returns filed with the ROC

1.8 Registers maintained under Act, 2013

ANNEXURE 'A' TO THE SECRETARIAL AUDIT REPORT

To,

The Members,
GENOMIC VALLEY BIOTECH LIMITED
4 KM STONE, BERI CHHARRA ROAD,
P.O. TANDAHERI, TEHSIL-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 random 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. Where ever 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 random 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.

Place: Delhi
Date: 20.08.2018

For Rohit Batham & Associates
Company Secretaries

sd/-
Rohit Batham
Membership No.:37260
C P No.:19095

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, 2018

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	3	-	-
Mrs. Parul Agrawal	29-09-2010	1	-	-
Mr. Rajesh Kumar Saxena	28-06-2014	1	-	-
Mr. Pradeep Gupta	28-06-2014	1	-	-

*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, 2018 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 2017-2018, Six Board meetings were held on 29th May, 2017, 12th August, 2017, 31st August, 2017, 13th September, 2017, 13th November, 2017, and 03rd February, 2018. 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, 2018 on 03rd February, 2018 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.

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. Pradeep Gupta and Mr. Rajesh Kumar Saxena and Mrs. Parul Agrawal are the members of the Committee. Mr.

Rajesh Kumar Saxena and Mr. Pradeep Gupta were appointed as a Member of the Committee with effect from 28th June, 2014. 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, 2018 on 29th May, 2017, 12th August, 2017, 31st August, 2017, 13th September, 2017, 13th November, 2017, and 03rd February, 2018..

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. Pradeep Gupta. The members of the committee are Mr. Rajesh Kumar Saxena 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. Pradeep Gupta as the Chairman and Mr. Rajesh Kumar Saxena 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 Five (5) times during the Financial Year ended 31st March, 2018 on 29th May, 2017, 12th August, 2017, 31st August, 2017, 13th November, 2017, and 03rd February, 2018.

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, 2018 as provided herein under.

S.NO	NAME OF DIRECTOR	SALARY
1.	Mr. Yogesh Agrawal	Rs. 18,00,000
2.	Mrs. Parul Agrawal	NIL
3.	Mr. Rajesh Kumar Saxena*	NIL
4.	Mr. Pradeep Gupta*	NIL

*Director in Independent capacity appointed on 28th June 2014.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is comprised of Mr. Pradeep Gupta, Independent Director as the Chairman and Mr. Rajesh Kumar Saxena 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, 2018, the Committee met Eight(8) times on 29th May, 2017, 12th August, 2017, 13th November, 2017, 17th November, 2017, 29th December, 2017, 25th January, 2018, 03rd February, 2018 and 15th March, 2018.

Details of Shareholders' / Investors' Complaints

Mr. Hitesh Kumar, Company Secretary and Compliance Officer of the Company, is the person who has been authorised for resolution of Shareholder's/Investor's complaints. During the Financial Year ended 31st March, 2018, no complaints were received from the shareholders.

Attendance of Directors at Board and Committee Meeting(s)

Name	Board Meeting held (Board Meeting Attended)	Audit Committee Meeting held (Audit Committee Meeting Attended)	Nomination and Remuneration committee Meeting held (Nomination and Remuneration committee Meeting Attended)	Stakeholder's Relationship Committee Meeting held (Stakeholder's Relationship Committee Meeting Attended)
Mr. Yogesh Agrawal	6(6)	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	6(6)	6(6)	5(5)	8(8)
Mr. Rajesh Kumar Saxena	6(4)	6(4)	5(3)	8(4)
Mr. Pradeep Gupta	6(6)	6(6)	5(5)	8(8)

The last Annual General Meeting of the Company held on 27th September, 2017 was attended by all members of the Board of Directors.

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. Pradeep Gupta, 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.comThe 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.

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 Section178 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, 2018 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 to the Board's 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 2017-18 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.

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. The Non-Executive Directors did not have any pecuniary relationship or transactions with the Company except the payment of sitting fees during the financial year 2017-18.

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. Rajesh Kumar Saxena	Independent Director	Not Related to any Director

Number of shares and convertible instruments held by non-executive directors: NIL

Remuneration paid to Directors during the financial year 2017-18

In Rs.

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	**18,00,000**	**NIL**	**NIL**	**18,00,000**	**NIL**	**NIL**	**18,00,000**	**NIL**	**1786750**
Mrs.Parul Agrawal	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**283700**
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**

Service contracts: N.A.
Notice period: One Month
Severance Fees: N.A.

Non-executive directors have no pecuniary relationship and transactions with the company during the financial year under review.

SECRETARIAL STANDARDS AND SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Standards Audit for the year 2017-18 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 2017-18 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
31st March, 2015	30th September, 2015 11:00 A.M.	4 KM Stone, Berry, Chharra Road, P.O. Ta-Da Hari, Tehsil- Bahadurgarh Distt. Jhajjar, Haryana-124507	Re-appointment Mr. Yogesh Agrawal as Managing Director of theCompany for a period of 5 years year with effect from 07th September, 2015 to 31st March, 2020
31st March, 2016	29th September, 2016 11:00 A.M.	4 KM Stone, Berry, Chharra Road, P.O. Ta-Da Hari, Tehsil- Bahadurgarh Distt. Jhajjar, Haryana-124507	-
31st March, 2017	27th September, 2017 11:00 A.M.	4 KM Stone, Berry, Chharra Road, P.O. Ta-Da Hari, Tehsil- Bahadurgarh Distt. Jhajjar, Haryana-124507	-

Postal Ballot

During the year no resolution was passed through postal Ballot.

Annual General Meeting for the financial year 2017-18

Date : Friday, 28th September, 2018
Venue : 4 KM Stone, Berri, Chharra Road, P.O. Tandaheri, Tehsil- Bahadurgarh, Distt. Jhajjar Haryana - 124507.
Time : 11:00 A.M.
Book Closure Dates : Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both dates Inclusive)

Calendar of Financial Year ended 31st March, 2018

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2018 were held on the following dates:

Event	Held on
Financial Results for the 1st Quarter ended 30th June, 2017	13th September, 2017
Financial Results for the 2nd Quarter ended 30th September, 2017	13th November, 2017
Financial Results for the 3rd Quarter ended 31st December, 2017	03rd February, 2018
Audited Financial Results for the financial year ended 31st March, 2018	30th May, 2018

Tentative Calendar for financial year ending 31st March, 2019:

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2019 are as follows:

Event	On or Before
Financial Results for the 1st Quarter ended 30th June, 2018	14th August, 2018
Financial Results for the 2nd Quarter ended 30th September, 2018	14th November, 2018
Financial Results for the 3rd Quarter ended 31st December, 2018	14th February, 2019
Audited Financial Results for the financial year ended 31st March, 2019	30th May, 2019

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 2017-18 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 2017-18. 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 2017-18.

Distribution of Shareholding as on 31st March, 2018

Category (Shareholding of Nominal Value of Rs. 10)	No. of Shareholders	% to Total	No of Shares	Amount in Rs.	Percentage to Shares
1-5000	367	97.61	13150	131500	0.43
5001 – 10000	0	0.00	0	0	0.00
10001 – 20000	1	0.27	2000	20000	0.07
20001 – 30000	0	0.00	0	0	0.00
30001 – 40000	2	0.53	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	1.59	3031350	30313500	99.24
Total	376	100.00	3054500		100.00

Shareholding Pattern as at 31st March, 2018

Category	No. of Shares	% of Paid up Capital
PROMOTORS AND PROMOTERS GROUP		
Yogesh Agrawal	**1786750**	**58.49**

Parul Agrawal	**283700**	**9.29**
Ojaswini Avantika	**2000**	**0.07**
TOTAL PROMOTERS SHAREHOLDINGS	**2072450**	**67.85**
Mutual Funds	**0**	**0**
Banks/Financial Institutions	**0**	**0**
FII's	**0**	**0**
Body Corporate	**250000**	**8.19**
Indian Public	**732050**	**23.97**
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- high and low during each month in Financial Year 2017-18

There is no trading in the equity shares of the Company during the financial year 2017-18.

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 2,76,650 (9.06%) 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 ExchangeLimited	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 & Millennium Post (English) and Haribhoomi & Awamehind (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. Tandaheri, Tehsil- Bahadurgarh, Distt. Jhajjar, Haryana-124507 Email :genomicvalley@gmail.com Website: www.genomicvalley.com Mobile: +91 9811341542	Mr. Hitesh Kumar Email Id: cs.gvbl@gmail.com Mobile No. +91 9718844292

For and on behalf of
Genomic Valley Biotech Limited

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

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

Date: 31.08.2018
Place: Haryana

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. Tandaheri, 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, 2018, 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: 31.08.2018
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

We, Yogesh Agrawal, Managing Director and Lalit Shah, Chief Financial Officer of Genomic Valley Biotech Limited, to the best of our knowledge and belief hereby certify that:

(a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2018 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 our 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) We 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 we have taken or propose to take to rectify these deficiencies.

(d) We 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

sd/-
Lalit Shah
Chief Financial Officer
PAN: BCHPS9526B
Address: Flat No. 303, Pacific Tower,
Omaxe City, Rohtak Road,
Bahadurgarh, Distt. Jhajjar,
Haryana-124507

Date: 30.05.2018
Place: Haryana

A.K. Khattar & Asssociates
Chartered Accountants

112-A, Ground Floor, DDA Complex,
Jhandewalan Extn-1, New Delhi-110055
Ph: 011-43570260

Independent Auditor's Report

To the Members of

Genomic Valley Biotech Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **M/S Genomic Valley Biotech Limited** ('the Company'), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("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, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. This responsibility also includes 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an internal financial controls with reference to financial statements and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the s financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by 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 2018 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('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 of the matters specified in the paragraph 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;

   (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant Rule issued thereunder;

   (e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and

   (f) With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and

   (g) With respect to the other matters to be included in the Auditor's 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 disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 21 to the financial statements;

ii. the Company has made provision as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contract including derivative contract–– Refer Note 21 to the financial statements

iii. there has been no delay in transferring amounts required to be transferred, to the investor Education and Protection Fund by the Company.

DATED: 30.05.2018
PLACE: DELHI

For A K KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS

sd/-
AK KHATTAR
(PROPRIETOR)
M.NO. 084960

Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2018, we report that:

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. The Company is engaged in a Horticulture business. And it does not hold any physical inventories. Thus paragraph 3(ii) of the Order is not applicable to the Company.

iii. The Company has not granted any loans to body corporate therefore section 189 of the Companies Act, 2013 ('the Act') is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.

v. The Company has not accepted any deposits from the public.

vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the product which produced or traded by the Company.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income tax, sales tax, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable except Amount of Rs. 1,39,000 payable to Delhi Vat Department

(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. According paragraph 3(ix) of the Order is not applicable.

x. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit

xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration during the concerned year.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company, Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered any Related-Party transaction during the concerned year.

xiv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transaction with directors or persons connected with him. Accordingly paragraph 3(xv) of the order is not applicable.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

DATED: 30.05.2018
PLACE: DELHI

FOR A K KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS

sd/-
AK KHATTAR
(PROPRIETOR)
M.NO. 084960

Annexure B to the Auditors' Report

Report on the Internal Financial Control under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to financial statements of Genomic Valley biotech Limited ('the Company') as on 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Control

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls with reference to financial statements issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of internal financial controls with reference to financial statements that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of the 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of internal financial controls with reference to financial statements (the 'Guidance Note') and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements, both applicable to an audit of internal financial controls with reference to financial statements and both issued by ICAI. 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 internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in a material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining and understanding of internal financial controls with reference to financial statements, assessing the risk the a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depe4nd 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 basic for our audit opinion on the company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 with reference to Financial Statements

Because of the inherent limitations of Internal Financial Controls with reference to Financial Statements 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements 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, the Company has in all material respects and adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2018, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls with reference to financial statements Issued by the Institute of Chartered Accountants of India.

DATED: 30.05.2018
PLACE: DELHI

FOR A K KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS

sd/-
AK KHATTAR
(PROPRIETOR)
M.NO. 084960

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 31.03.2018

Particulars	Note No.	Figures as at the end of 31.03.2018	Figures as at the end of 31.03.2017	Figures as at the end of 31.03.2016
ASSETS				
Non Current Assets				
Property, plant and equipment	1	41,205,044	36,331,961	31,756,399
Capital work in progress		3,767,076	-	-
Other Intangible assets		-	-	-
Intangible assets under development		-	-	-
Financial assets		-	-	-
Investment	2	-	-	1,131,790
Loans	3	20,600,000	21,500,000	25,100,000
Security Deposits	4	287,788	260,000	260,000
Other financial assets		-	-	-
Deferred tax assets (Net)		-	117,620	104,915
Other non current assets		-	-	-
Total Non-Current Assets		**65,859,908**	**58,209,581**	**58,353,104**
Current Assets				
Inventories	5	331,798	706,763	-
Financial Assets:		-	-	-
Investments		-	-	-
Trade Receivables	6	232,437	-	-
Cash and Cash equivalents	7	24,225	243,400	41,000
Other Balances with banks	7	89,247	228,388	55,672
Loans		-	-	-
Other financial assets		-	-	-
Other Current assets	8	204,961	886,730	2,018,699
Total Current Assets		**882,668**	**2,065,281**	**2,115,371**
Total Assets		**66,742,576**	**60,274,862**	**60,468,475**
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	9	30,545,000	30,545,000	30,545,000
Othe Equity	10	14,740,266	14,399,361	15,085,116
Total Equity		**45,285,266**	**44,944,361**	**45,630,116**
Non Current Liabilities				
Financial liabilities				
Borrowings	11	7,500,000	7,500,000	7,500,000
Security Deposits		-	-	-
Other Financials liabilities		-	-	-
Deferred tax liabilities (Net)		127,351	-	-
Provisions		-	-	-
Other Non Current liabilities		-	-	-
Total Non Current Liabilities		**7,627,351**	**7,500,000**	**7,500,000**
Current Liabilities				
Financial liabilities				
Borrowings		-	-	-
Trade Payables	12	75,000	100,000	-
Other Financials liabilities		-	-	-
Provisions	13	261,680	154,000	139,000
Other Current liabilities	14	13,493,279	7,576,501	7,199,359
Total Current Liabilities		**13,829,959**	**7,830,501**	**7,338,359**
TOTAL EQUITY AND LIABILITIES		**66,742,576**	**60,274,862**	**60,468,475**

AS PER OUR REPORT OF EVEN DATE ANNEXED
For A.K. KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS

(A.K. Khattar)
Proprietor
M. No. 084960

DATE: 30/05/2018
PLACE: DELHI

For and on behalf of
GENOMIC VALLEY BIOTECH LIMITED

Yogesh Agrawal
Managing Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

Lalit Shah
Chief Financial Officer

Hitesh Kumar
Company Secretory & Compliance Officer
M.N.-33286

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 31.03.2018

	Particulars	Note No.	Figures for the year ending 31.03.2018	Figures for the year ending 31.03.2017	Figures for the year ending 31.03.2016
I.	Revenue from Operations	15	5,944,430	4,412,665	1,090,205
II.	Other Income	16	124,688	762,639	1,649,604
III.	**Total Revenue (I + II)**		**6,069,118**	**5,175,304**	**2,739,809**
IV.	**Expenses:**				
	Cost of materials consumed	17	452,801	976,572	729,289
	Purchases of Stock-in-Trade		-	-	-
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-	-
	Employee benefits expense	18	3,356,398	2,469,226	1,337,816
	Finance costs		-	-	-
	Depreciation and amortization expense	19	757,218	428,988	501,955
	Other expenses	20	1,129,825	1,998,977	3,619,175
	Total expenses		**5,696,242**	**5,873,764**	**6,188,234**
V.	**Profit before exceptional and extraordinary items and tax (III-IV)**		**372,876**	**-698,460**	**-3,448,426**
VI.	Exceptional items		**213,000**	**-**	**-**
VII.	**Profit before extraordinary items and tax (V - VI)**		**585,876**	**-698,460**	**-3,448,426**
VIII.	Extraordinary Items		**-**	**-**	**-**
IX.	**Profit before tax (VII- VIII)**		**585,876**	**-698,460**	**-3,448,426**
X	**Tax Expense:**				
	(1) Current tax		**-**	**-**	**-**
	(2) Deferred tax		**244,971**	**-12,705**	**-100,599**
XI	**Profit (Loss) for the period from continuing operations (VII-VIII)**		**340,905**	**-685,754**	**-3,347,826**
XII	**Profit/(loss) from discontinuing operations**		**-**	**-**	**-**
XIII	**Tax expense of discontinuing operations**		**-**	**-**	**-**
XIV	**Profit/(loss) from Discontinuing Operations (after tax) (XII-XIII)**		**-**	**-**	**-**
XV	**Profit (Loss) for the period (XI + XIV)**		**340,905**	**-685,754**	**-3,347,826**
XVI	**Earnings per equity share:**				
	(1) Basic		**0.11**	**-0.22**	**-1.10**
	(2) Diluted		**0.11**	**-0.22**	**-1.10**

AS PER OUR REPORT OF EVEN DATE ANNEXED
For A.K. KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS

For and on behalf of
GENOMIC VALLEY BIOTECH LIMITED

(A.K. Khattar)
Proprietor
M. No. 084960

Yogesh Agrawal
Managing Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

DATE: 30/05/2018
PLACE: DELHI

Lalit Shah
Chief Financial Officer

Hitesh Kumar
Company Secretory & Compliance Officer
M.N.-33286

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 2017-18

	Particulars	Amount in INR		
		2018	2017	2016
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Net Profit As Statement Profit & Loss	**585,876**	**-698,460**	**-3,448,425**
	Adjustment For			
	Discount received	-	-	-25,500
	Non-Operating Income	-213,000	-345,917	-1,616,103
	Interest Income	-124,067	-416,721	-8,001
	Loss on sale of assets	29,628	-	-
	Depreciation	757,218	428,988	501,955
	Operating Profit Before Change in Working Capital	**1,035,655**	**-1,032,110**	**-4,596,074**
	ADJUSTMENTS FOR WORKING CAPITAL:			
	Increase/Decrease in Loans and Advances	900,000	3,600,000	-
	Inventories	374,965	-706,763	-
	Increase/Decrease in Security Deposits	-27,788	-	-
	Increase/Decrease in Trade Receivables	-232,437	-	-
	Other Current Assets	681,769	1,131,969	-1,695,159
	Increase/Decrease in Current Liabilities	5,999,458	492,142	-581,152
	CASH GENERATED FROM OPERATIONS	**8,731,621**	**3,485,238**	**-6,872,384**
	Taxes Paid	**-**	**-**	**-**
	Total (a)	**8,731,621**	**3,485,238**	**-6,872,384**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**			
	Additions/Sales to fixed assets	-9,427,005	-5,004,550	-789,565
	Purchase/Sell of Investments	-	1,131,790	4,412,970
	Discount received	-	-	25,500
	Non-Operating Income	213,000	345,917	1,616,103
	Interest Income	124,067	416,721	8,001
		-9,089,937	**-3,110,122**	**5,273,009**
C.	**CASH FLOWS FROM FINANCING ACTIVITIES**			
	Repayment of Borrowings		**-**	**-**
	Preliminary Expenses			
	total (C)		**-**	**-**
	NET CASH FLOWS DURING THE YEAR (A+B+C)	**-358,316**	**375,116**	**-1,599,376**
	Cash and Cash Equivalents (Opening Balance)	**471,788**	**96,672**	**1,696,049**
	Cash and Cash Equivalents (Closing Balance)	**113,472**	**471,788**	**96,672**

AS PER OUR REPORT OF EVEN DATE ANNEXED
For A.K. KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS

For and on behalf of
GENOMIC VALLEY BIOTECH LIMITED

(A.K. Khattar)
Proprietor
M. No. 084960

Yogesh Agrawal
Managing Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

DATE: 30/05/2018
PLACE: DELHI

Lalit Shah
Chief Financial Officer

Hitesh Kumar
Company Secretory &
Compliance Officer
M.N.-33286

GENOMIC VALLEY BIOTECH LIMITED

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

NOTES TO ACCOUNTS YEAR ENDED 31.03.2018

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, 2015	**29,908,925**	**56,000**	**35,000**	**1,728,864**	**31,728,789**
Additions	585,565	204,000	0	0	789,565
Deletions	0	0	0	0	0
Balance as at March 31, 2016	**30,494,490**	**260,000**	**35,000**	**1,728,864**	**32,518,354**
Additions	3,176,539	1,568,433	259,578	0	5,004,550
Deletions	0	0	0	0	0
Balance as at March 31, 2017	**33,671,029**	**1,828,433**	**294,578**	**1,728,864**	**37,522,904**
Additions	3,047,336	3,765,233	0	0	6,812,569
Deletions	-1,135,140	-17,500	0	0	-1,152,640
Balance as at March 31, 2018	**35,583,225**	**5,576,166**	**294,578**	**1,728,864**	**43,182,833**
Accumulated Depreciation					
Balance as at March 31, 2015	0	0	0	**260,000**	**260,000**
Additions	0	8,833	3,500	489,621	501,955
Deletions	0	0	0	0	0
Balance as at March 31, 2016	**0**	**8,833**	**3,500**	**749,621**	**761,955**
Additions	0	91,242	27,652	310,094	428,988
Deletions	0	0	0	0	0
Balance as at March 31, 2017	**0**	**100,076**	**31,152**	**1,059,715**	**1,190,943**
Additions	68,505	413,720	28,142	246,851	757,218
Deletions	0	-29,628	0	0	-29,628
Balance as at March 31, 2018	**68,505**	**543,424**	**59,295**	**1,306,566**	**1,977,789**
Net Block					
Balance as at March 31, 2016	**30,494,490**	**251,167**	**31,500**	**979,243**	**31,756,399**
Balance as at March 31, 2017	**33,671,029**	**1,728,358**	**263,426**	**669,149**	**36,331,961**
Balance as at March 31, 2018	**35,514,720**	**5,032,742**	**235,283**	**422,298**	**41,205,044**

Note 2 Non-Current Investments

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	`	`	`
Shares held in SRF ltd 1100 shares at Cost	**0.00**	**0.00**	**1,131,790.00**
Total	**0.00**	**0.00**	**1,131,790.00**

Note 3 Loans

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Advance For Purchase of G-202 floor	0	900,000	900,000
Advance For Purchase of Land	20,600,000	20,600,000	20,600,000
Total	**20,600,000**	**21,500,000**	**21,500,000**

Note 4 Security Deposits

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Netafim Security Deposit	50,000	50,000	50,000
Security Deposited for HVAT	237,788	200,000	200,000
Electricity Department Security Deposit	0	10,000	10,000
Total	**287,788**	**260,000**	**260,000**

Note 5 Inventories

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Stock in Held	331,798	706,763	0
Total	**331,798**	**706,763**	**0**

Note 6 **Trade Receivables**

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	`	`	`
FFS.COM	8,400	0	0
Garware	973	0	0
Hydro green Leaf	125,000	0	0
Netafim India Pvt. Ltd.	98,065	0	0
Total	**232,437**	**0**	**0**

Note 7 **CASH AND CASH EQUIVALENTS**

Cash and cash equivalents	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016	
a. Balances with banks						
In current a/c	**89,247**		**228,388**		**55,672**	
FDR with Kotak Mahindra Bank	**0**		**0**		**0**	
FDR With SBI Jwalaheri Branch	**0**	**89,247**	**0**	**228,388**	**0**	**55,672**
b. Cash in hand		**24,225**		**243,400**		**41,000**
		113,472		**471,788**		**96,672**

Note 8 **Other Current Assets**

Other Current Assets	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	`	`	`
TDS Deducted	2,389	1,013	0
Interest Accured But not Due	0	16,110	2,123
HCS Imprest a/c	0	115,607	166,000
Lalit Shah Imprest A/c	0	150,000	150,000
Sikander Imprest A/c	0	100,000	0
Site Imprest	0	134,000	270,000
Dr.Shashi Imprest	0	170,000	0
Hitesh Imprest	155,000	0	0
Tushar Oil Foods Limited	0	0	760,000
Kapil Kumar	0	50,000	50,000
Prepaid Expense	47,572	0	0
Empoyee Advance	0	150,000	327,000
Bonanza Portfolio Limited	0	0	293,576
Total	**204,961**	**886,730**	**2,018,699**

Note 9 **Equity Share Capital**

Share Capital	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016	
	Number	`	Number	`	Number	`
Authorised						
Equity Shares of Rs 10 each	**9,000,000**	**90,000,000**	**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**	**8,150,000**	**81,500,000**
Subscribed						
Equity Shares of Rs 10 each	**7,697,300**	**-**	**7,697,300**	**-**	**7,697,300**	**-**
Less: Share Forefiture	**4,642,800**	**-**	**4,642,800**	**-**	**4,642,800**	**-**
Balances Shares of Rs 10 each	**3,054,500**	**30,545,000**	**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**	**3,054,500**	**30,545,000**
Total	**3,054,500**	**30,545,000**	**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	1,786,750	58.50
Deepti Aggarwal	336,000	11.00
Parul Agrawal	283,700	9.29
Amar Aggarwal	276,500	9.05
Geep Industrial Syndicate ltd	250,000	8.18

Note 10 Other Equity

Reserves & Surplus	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	`	`	`
Capital Forefiture	16,000,000	16,000,000	16,000,000
Subsidy for Green House	70,000	70,000	70,000
Sugarcane Development Fund	1,000,000	1,000,000	1,000,000
Share Forefeiture	11,607,000	11,607,000	11,607,000
Misc. Expenditure	-10,211,019	-10,211,019	-10,211,019
Total	**18,465,981**	**18,465,981**	**18,465,981**
Surplus			
Opening balance	-4,066,620	-3,380,865	-33,039
Net Profit/Loss of Current Year	340,905	-685,754	-3,347,826
Total	**-3,725,715**	**-4,066,620**	**-3,380,865**
Total	**14,740,266**	**14,399,361**	**15,085,116**

Note 11 Borrowings

Long Term Borrowing	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Unsecured Bridge Loan From National Horticulture Board	7,500,000	7,500,000	7,500,000
Total	**7,500,000**	**7,500,000**	**7,500,000**

Note 12 Trades Payable

Long Term Borrowing	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	`	`	`
AV Green Pvt Ltd.	50,000	0	0
Macro Scientific Works P Ltd	25,000	0	0
M Tech Pandey	0	100,000	0
Total	**75,000**	**100,000**	**0**

Note 13 Provisions

Short Term Provision	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	`	`	`
Provision for taxation	2,060	0	0
Provision for DVAT	139,000	139,000	139,000
Provision for Expense	15,000	15,000	0
Provision for NSDL fees payable	55,620	0	0
Provision for Electricity charges	50,000	0	0
Total	**261,680**	**154,000**	**139,000**

Note 14 Other Current Liabilities

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	`	`	`
Expenses Payable (Service Charge NHB)	6,955,069	6,655,069	6,355,069
Yogesh Agrawal	6,538,210	921,432	754,501
Salary Payable	0	0	69,000
Ramo Ads.	0	0	20,789
Total	**13,493,279**	**7,576,501**	**7,199,359**

Note 15 Revenue From Operation

Revenue From Operation	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	`	-	-
Sales & Services	**5,944,430**	**4,412,665**	**1,090,205**
Total	**5,944,430**	**4,412,665**	**1,090,205**

Note 16 Other Income

Other Income	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Discount received	621	0	25,500
Interest Received	124,067	416,721	8,001
Long Term Capital Gain	0	326,007	0
Short Term Capital Gain	0	19,910	0
Income from Shares Trading	0	0	1,616,103
Total	**124,688**	**762,639**	**1,649,604**

Note 17 Cost of materials consumed

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Seeds, Khad & Other Consumable Item	452,801	976,572	729,289
Total	**452,801**	**976,572**	**729,289**

Note 18 Employee benefits expense

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
Salary, Wage & Other Staff Welfare	3,356,398	2,469,226	1,337,816
Total	**3,356,398**	**2,469,226**	**1,337,816**

Note 19 Depreciation

	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
	`	`	`
Depreciation	757,218	428,988	501,955
Total	**757,218**	**428,988**	**501,955**

Note 20 Other Expenses

Other Expenses	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016
		`	`
AGM Expenses	10,250	8,250	43,680
AMC PTC lab	5,528	0	0
Audit Fee	15,000	30,000	15,000
Bank Charges	1,239	8,525	12,996
BSE Listing FEE	287,500	230,000	812,600
CDSL FEE	11,530	40,711	252,916
CONVEYANCE	6,686	13,318	13,408
Loss on Trading	0	735,310	0
D Vat Penalty	0	0	139,000
Electricity Expenses	136,362	60,500	411,500
Green House Renovation Expenses	0	0	760,516
IT Demand	3,073	0	0
Interest Paid-TDS	2,850	115	150,062
Legal & Roc Expenses	80,472	88,620	73,500
Loss on sale of generator	29,628	0	0
Misc. Expenses	9,029	8,534	83,514
News Paper Advertisement	28,069	32,155	61,451
NHB Service Charges	300,000	300,000	0
NSDL fees	55,620	0	147,203
Office Expenses	31,529	115,830	5,000
Pooja expenses	29,179	0	0
Printing Stationery and Postal Expenses	6,670	25,364	12,230
Rent Paid	0	81,794	
Repair & Maintanance	6,203	194,080	282,520
RTA Fee	17,831	5,001	85,550
Software	5,000	0	0
Travelling Expenses	45,177	20,870	256,529
TDS penalty late	5,400	0	0
Total	**1,129,825**	**1,998,977**	**3,619,175**

Note 21:- 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 form 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 (Rupees)	Previous year (Rupees)
Audit Fees	15000	15000

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

7. There is change in accounting estimate, life of the Green House (Temporary Structure) from 3 to 4 Years and the effect of it has been reflected in the carrying value of asset as at 31.03.2018.

8. Due to improved technology the management has achieved very high sales ration upon labour payment during the period under consideration.

9. Notes No. 21 Notes on account form an integral part of the accounts.

AS PER OUR REPORT OF EVEN DATE ANNEXED
For A.K. KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS

(A.K. Khattar)
Proprietor
M. No. 084960

For and on behalf of
GENOMIC VALLEY BIOTECH LIMITED

Yogesh Agrawal
Managing Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

Lalit Shah
Chief Financial Officer

Hitesh Kumar
Company Secretory &
Compliance Officer
M.N.-33286

DATE: 30/05/2018
PLACE: DELHI

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 24th Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 at 11.00 AM at 4 K.M. Stone, Berri Chharra

Road, P.O. Tandaheri, Teh. Bahadurgarh, Distt. Jhajjar, Haryana-124507 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, 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.

Signed this..... day of..... 2018.

Affix Revenue Stamp of Re 1

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 24th ANNUAL GENERAL MEETING being held at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Distt. Jhajjar, Haryana-124507 on Friday, the 28th day of September, 2018 at 11.00 AM.

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
180831060		

Note: Please read the instructions printed in the Notice dated 31st August, 2018 of the Twenty Fourth Annual General Meeting. The voting period starts from Tuesday, September 25, 2018 at 9.00 a.m. and ends on Thursday, September 27, 2018 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

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

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 31st August, 2018 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
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, 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.			

Place:

Date: Signature of Member

NOTE: Last date for receipt of forms by the Company is 27th September, 2018.

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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) PARTICULARSOFTHESECURITIES(inrespectofwhichnominationisbeingmade):

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

(2) PARTICULARSOFNOMINEE/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) INCASENOMINEEISAMINOR–
- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

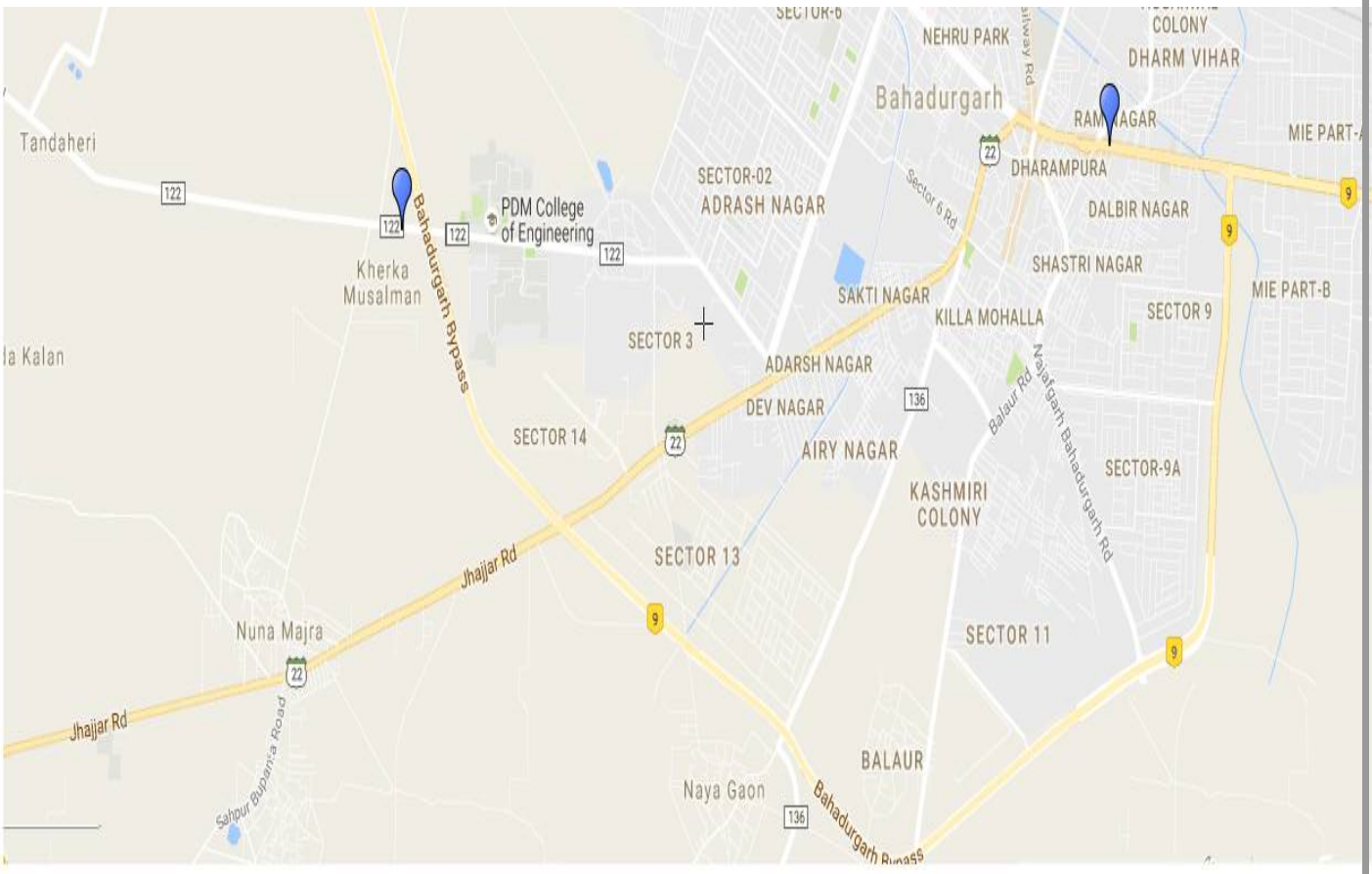
(4) PARTICULARSOFNOMINEEINCASEMINORNOMINEEDIESBEFOREATTAININGAGEOFMAJORITY–
- (a) Name:

(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.

BOOK POST

If undelivered please return to:

Genomic Valley Biotech Limited
4 K.M. Stone, Berri Chharra Road,
P.O. Tandaheri, Teh. Bahadurgarh,
Dist. Jhajjar, Haryana- 124507