

NOTICE

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajesh Kumar Saxena (DIN 06469888), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years commencing from 28th June 2014."
5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Pradeep Gupta (DIN 00503623), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years commencing from 28th June 2014."

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

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

Terms & Conditions

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

For and on behalf of
Genomic valley Biotech Limited

Yogesh Agrawal
Chairman
DIN-01165288
Address: G-74, Pushkar Enclave, Date: 07.09.2015
Paschim Vihar, Delhi- 110063Place: Haryana

Notes:

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

PROCEDURE FOR REMOTE E-VOTING

- I. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
- (i) The voting period begins on 9.00 a.m. on Saturday 26th September, 2015 and will end at 5.00 p.m. on Tuesday 29th September, 2015. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday 23th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (vi) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vii) Next enter the Image Verification as displayed and Click on Login.
 - (viii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (ix) If you are a first time user follow the steps given below:

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

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

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- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant **GENOMIC VALLEY BIOTECH LIMITED** on which you choose to vote.
- (xiv) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Wednesday 23th September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- II. The voting rights shall be as per the number of equity shares held by the Member(s) as on Wednesday 23th September, 2015, being the cut off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- III. The results of the electronic voting shall be declared after the AGM. The results along with the Scrutinizer’s Report shall also be placed on the website of the Company.
8. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.

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

For and on behalf of
Genomic valley Biotech Limited

Yogesh Agrawal
Chairman

DIN-01165288

Address: G-74, Pushkar Enclave, Date: 07.09.2015

PaschimVihar, Delhi- 110063Place: Haryana

EXPLANATORY STATEMENT**Item No. 4**

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

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

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

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

Item No. 5

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

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

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

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

Item No. 6

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

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

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None of the Directors or Key Managerial Personnel and their relatives except Mr. Yogesh Agrawal and Mrs. Parul Agrawal is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special Resolution set out at Item no. 6 for approval of the Members.

For and on behalf of
Genomic valley Biotech Limited

**Yogesh Agrawal
Chairman**

DIN-01165288

Address: G-74, Pushkar Enclave, Date: 07.09.2015

PaschimVihar, Delhi- 110063Place: Haryana

**PROFILE OF DIRECTORS
(Seeking Appointment and Re- appointment)**

MR. YOGESH AGRAWAL (DIN: 01165288)

Mr. Yogesh Agrawal, aged about 52 years, is the Managing Director and is the core promoter of the company. He comes with an exhaustive experience of more than 31 years.

He is also FCA by qualification and has expertise in Accounts and Finance.

Directorship in other companies

1. Real Gold Cultivators Private Limited
2. Probus Insurance Broker Limited

MRS. PARUL AGRAWAL (DIN: 01165188)

Mrs. Parul Agrawal aged about 45 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.

She is the member of Audit committee, Nomination and Remuneration committee, stake holder relationship committee and Risk Management committee.

Directorship in other companies

1. Real Gold Cultivators Private Limited

MR. RAJESH KUMAR SAXENA (DIN: 06469888)

Mr. Rajesh Kumar Saxena, aged about 58 years, is the Director in an independent capacity. Mr. Rajesh Kumar Saxena is M.Com and F.C.S by qualification.

He is the member of Audit committee, Nomination and Remuneration committee, stake holder relationship committee and Risk Management Committee.

Directorship in other companies

1. JMJ Greenolutions Services Private Limited

MR. PRADEEP GUPTA (DIN:00503623)

Mr. Pradeep Gupta, aged about 49 years, is a director in an independent capacity. Mr. Pradeep Gupta is B.Com. (HONS) graduate by qualification having more than 25 years of experience.

He is the member of Audit committee, Nomination and Remuneration committee, stake holder relationship committee and Risk Management Committee.

Directorship in other companies

1. All Heavens Restaurants Private Limited

DIRECTORS' INTEREST

The Directors may be deemed to be concerned or interested to the extent of shares held by them in the Company as given in the table below:

Name of the Director	No. of shares	% of Holding
Mr. Yogesh Agrawal	16,78,000	54.94
Mrs. Parul Agrawal	2,83,700	9.29
Mr. Rajesh Kumar Saxena	NIL	NIL
Mr. Pradeep Gupta	NIL	NIL

For and on behalf of
Genomic valley Biotech Limited

Yogesh Agrawal
Chairman

DIN-01165288

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

**DIRECTORS REPORT
AND
MANAGEMENT DISCUSSION AND ANALYSIS**

To,
The Members,

Your Directors are pleased to present the 21st Annual Report and the company Audited Financial Statement ended on March 31st, 2015.

FINANCIAL RESULTS

The company performance for the financial year ended on March 31st, 2015 is summarized below:

PARTICULARS	2014-15 (In Rs.)	2013-14 (In Rs.)
PROFIT BEFORE TAX	(1,09,173.25)	52,863
Less: Current Tax	NIL	(10,073.04)
Less: Deferred Tax	(24,878.59)	(4,205.52)
PROFIT FOR THE YEAR	(84,294.66)	38,584.44
Add:-Balance in the Profit and Loss Account	51,255.19	12,670.75
SUB-TOTAL	(33,039.47)	51,255.19
Less: Appropriation	NIL	NIL
CLOSING BALANCE	(33,039.47)	51,255.19

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

The financial year 2014-15 has been very important year for the company's growth. The company had installed additional 1500 SQ. Meter Naturally Ventilated Green House of worth Rs. 14, 68, 864/- which will enhance the business of Floriculture consequently the profitability of the company will increase.

As per the policy of Town & country Planning, Government of Haryana on 21st May 2015, The Company has applied for occupancy certificate to Director General Town & Country Planning Department Haryana.

DIVIDEND

Your Director has not recommended a dividend for the financial year because company is having losses in the financial year 2014-15. The company expects growth in coming years.

RESERVES

The company is having loss in financial year 2014-15 therefore Board is not proposing any amount for any reserves.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- (a) In the preparation of the annual accounts for the year ended March 31, 2015, 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) The Directors 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, 2015 and of the profit of the Company for the year ended on that date;
- (c) The Directors 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) The Directors have prepared the annual accounts on a going concern' basis;
- (e) The Directors 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) The Directors 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 Directors' 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

The year witnessed a marked slowdown in global growth. Emerging markets were characterized by a sharp fall in growth rates in the market, better macroeconomic conditions, coupled with improved sentiment post the general elections which helped India to be among the better performing emerging market economies. There was a slight increase in the GDP growth, while inflation moderated and the Rupee remained relatively stable during the year.

Consumer spending remained muted and this was reflected in a moderate growth across Biotechnology (Plant & Animal) Categories. Given the backdrop of a market slowdown coupled with a volatile input cost environment and heightened competitive intensity, the operating environment for the year continued to be challenging.

Your Company's performance for the year 2014-15 has to be viewed in the context of aforesaid economic and market environment.

Industry Structure and Development

Genomic Valley Biotech Limited (GVBL) was formed with the objective of conducting research in the field of Biotechnology (Plant & Animal) and also to undertake commercial production of Plant Tissue Cultured Plants of different species to feed the genetically improved plant market nationally as well as internationally. Financial performance with respect to operational performance The Company has started its commercial activity partially.

Opportunity and Threats

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

During the year, your Company has undertaken and delivered several ambitious initiatives to reaffirm its leadership position across the country. The Company has always strived for everyday execution excellence in Customer Development, which was at the center of the ambition.

Harvesting the growth potential of the new stores contributed significantly to the aim of winning in the market place and resulted in improving the reach and distribution of the products. Impact stores, the high contribution stores, were chosen to drive business through increased point of sale visibility and cluster breakup execution in stores and these have contributed to your Company’s growth.

Your Company has put in place the plan of building brands in stores in the Modern Trade environment, and intend to scale up the initiative based on the learning’s built.

Modern Trade continues to be a focus area for your Company. Renewed focus on joint business planning, ensuring best-in-class on shelf availability and delivering clutter breaking product launches have brought in fresh momentum in this channel and were appreciated by Modern Trade customers.

E-commerce is an emerging and fast growing channel in the country and your Company is in processing growth in this channel. Your Company is developing a comprehensive e-commerce strategy and execution roadmap, and has a team in place to drive disproportionate growth in this channel in the coming years.

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

Your Company continues to derive sustainable benefit from the strong foundation and long tradition of Research & Development (R&D), which differentiates it from many others. New products, processes and benefits flow from work done in GVBL R&D centre.

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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 Micropogation

- Bioprospecting and Molecular taxonomy
- Biofuels
- Medicinal and Aromatic Plants

Medical Biotechnology

- Vaccines
- Diagnostic
- Drug Development
- Human Genetics and Genome Analysis

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 GVBL. 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.

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The company is in the process of interacting with premier Biotech Institutes world over to discuss the possibility of having "Outsource Biotech Projects" to be conducted in our State of the Art "Genomic Valley Biotech Research Institute".

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 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 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 bio industry 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 its commercial activity partially. However, the management is having a highly professional outlook at the adequate control system when commercial activity will start.

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 amended Listing Agreement 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.

During the year, your Company has adopted new policies and amended existing policies such as Policy on Related Party Transactions and Whistle Blower Policy 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 M/s Indu Jain & Co., Company Secretaries, the Secretarial Auditor of the Company for the financial year 2014-15. There was no qualification, reservation or adverse remarks given by Secretarial Auditors of the Company. The detailed reports on the Secretarial Standards and Secretarial Audit are 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 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 Clause 49 of the Equity Listing Agreement with the Stock Exchange(s). A Certificate of the Managing Director and CFO of the Company in terms of sub-clause IX of Clause 49 of Equity Listing Agreement, 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 the Listing Agreement 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 Equity Listing Agreement, 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. 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

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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 Equity Listing Agreement.

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

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board as follows:

(a) Over seeing 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.

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.

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 Reappointment.

During the year under review, the members approved the appointments of Mr. Pradeep Gupta and Mr. Rajesh Kumar Saxena as a non-executive Non-Independent Director who is to regularize as Independent director of the company by the share holder of in ensuing Annual General Meeting. The Company had also appointed Mr.Rohit Batham as (Company Secretary and Compliance Officer)and Mr. Rajesh Kumar Jha as (Chief Financial Officer) of the company in compliance with Companies Act, 2013 and Listing Agreement.

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The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges. 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.

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 of the Company are attached herewith is annexed:

- (a) Policy for selection of Directors and determining Directors independence; and
- (b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

AUDITORS AND AUDITORS' REPORT**Statutory Auditor**

M/s. AK khattar & Associates Chartered Accountant was appointed as Statutory Auditors of your Company at the last Annual General Meeting held on 31st May 2014 for a term of five consecutive years up to financial year 2018-19, As per the provisions of section 139 of the companies Act, 2013. The Appointment of Auditor is to be rectified at members at every 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 qualification, reservation or adverse remark.

Internal Auditor

The Board has appointed **M/S ANDROS & CO. (Reg. No.008976N)**, Practising Chartered Accountant Firm, to conduct Internal Audit for the financial year 2014-15.

Secretarial Auditor

The Board has appointed **I J & Company** with **COP No. 12167**, Practising Company Secretary Firm, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed to this Report. The Secretarial Audit Report contains certain observation by secretarial auditor in respect of filling for of form for adoption of Accounts and disclosure of interest of directors to registrar of companies.

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 2015. 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.

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

Yogesh Agrawal

Chairman

DIN-01165288

Address: G-74, Pushkar Enclave, Date: 07.09.2015

PaschimVihar, Delhi- 110063Place: Haryana

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31st March, 2015

(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	L01122HR1996PLC033029
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 KM STONE BERI CHHARA ROAD,PO TANDA HERI, TEHSIL-BAHADURGARH DISTT-JHAJJAR, HARYANA- 124507
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK IN TIME INDIA PRIVATE LIMITED 44, COMMUNITY CENTRE, 2 ND FLOOR, NARAINA INDUSTRIAL AREA, PHASE -1 NEAR PVR, NARAINA, NEW DELHI 110028

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	FLOURI CULTURE BUSINESS	01122	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)

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NIL	NIL	NIL
2	NIL	NIL	NIL
3	NIL	NIL	NIL

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
A. Promoter s									
(1) Indian									
a) Individual/HUF	384600	1577100	1961700	64.22	384600	1577100	1961700	64.22	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	384600	1577100	1961700	64.22	384600	1577100	1961700	64.22	0
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0

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2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	250000	250000	8.19	NIL	250000	250000	8.19	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	NIL	285300	285300	9.34	NIL	285300	285300	9.34	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	NIL	557500	557500	18.25	NIL	557500	557500	18.25	NIL
c) Others (specify)									
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	1092800	1092800	35.78	0	1092800	1092800	35.78	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	1092800	1092800	35.78	0	1092800	1092800	35.78	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	384600	2669900	3054500	100	384600	2669900	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	1678000	54.93	0	0
2	Mrs. ParulAgrawal	283700	9.29	0	283700	9.29	0	0
	TOTAL	1961700	64.22	0	1961700	64.22	0	

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
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

D) Shareholding Pattern of top ten Shareholders as on 31st March 2015:(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.	Sushma Grover				
	At the beginning of the year	51,000	1.67	51,000	1.67
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	51000	1.67	51000	1.67

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3.	Sameer Grover				
	At the beginning of the year	51,000	1.67	51,000	1.67
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	51000	1.67	51000	1.67
4.	Rani Hans				
	At the beginning of the year	51,000	1.67	51,000	1.67
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	51000	1.67	51000	1.67
5.	Sanjay Garg				
	At the beginning of the year	51,000	1.67	51,000	1.67
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	51000	1.67	51000	1.67
6.	Manish Garg				
	At the beginning of the year	51,000	1.67	51,000	1.67
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	51000	1.67	51000	1.67
7.	AnkurAgrawal				
	At the beginning of the year	51,000	1.67	51,000	1.67
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	51000	1.67	51000	1.67
8.	LalitBhardwaj				
	At the beginning of the year	51,000	1.67	51,000	1.67
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	51000	1.67	51000	1.67
9.	Harish Khurana				
	At the beginning of the year	51,000	1.67	51,000	1.67
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	51000	1.67	51000	1.67
10.	Sunil Gupta				
	At the beginning of the year	50,000	1.64	50,000	1.64
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	50,000	1.64	50,000	1.64

E) Shareholding of Directors and Key Managerial Personnel as on 31st March 2015:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Yogesh Agrawal				
	At the beginning of the year	16,78,000	54.93	16,78,000	54.93
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	16,78,000	54.93	16,78,000	54.93
2.	ParulAgrawal				
	At the beginning of the year	2,83,700	9.29	2,83,700	9.29
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	2,83,700	9.29	2,83,700	9.29
3.	Rajesh Kumar Saxena				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
4.	Pradeep Gupta				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
5.	RohitBatham (CS)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
6.	Rajesh Kumar Jha (CFO)				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

V) INDEBTEDNESS -Indebtedness of the Company including Service charge outstanding/accrued but not due for payment as on 31st March 2015**(In Rs.)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	75,00,000	NIL	NIL	75,00,000
ii) Service charge due but not paid	57,55,069	NIL	NIL	57,55,069
iii) service charge accrued but not due	NIL	NIL	NIL	Nil
Total (i+ii+iii)	1,32,55,069	NIL	NIL	1,32,55,069
Change in Indebtedness during the financial year				
* Addition (Service charge)	3,00,000	NIL	NIL	3,00,000
* Reduction	NIL	NIL	NIL	NIL
Net Change	3,00,000	NIL	NIL	3,00,000
Indebtedness at the end of the financial year				
i) Principal Amount	75,00,000	NIL	NIL	75,00,000
ii) Interest due but not paid	60,55,069	NIL	NIL	60,55,069
iii) Interest accrued but not due	NIL	NIL	NIL	Nil
Total (i+ii+iii)	1,35,55,069	NIL	NIL	1,35,55,069

❖ This loan is taken from National Horticulture Board and they take service charge against loan amount not interest.

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	Mr. TejNarainAgrawal	
1	Gross salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL

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5	Others, please specify	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL
	Ceiling as per the Act	NIL	NIL	NIL

❖ Mr. TejNarainAgrawal has resigned from the board with effect from 07th December 2014.

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Pradeep Gupta	Rajesh Kumar Saxena	ParulAgrawal	
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	NIL	NIL	NIL	NIL

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	RohitBatham(CS)	Rajesh Kumar Jha (CFO)	Total
1	Gross salary	N.A.			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	63000	60000	123000
	(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.	63000		123000

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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

**Yogesh Agrawal
Chairman**

DIN-01165288

Address: G-74, Pushkar Enclave, Date: 07.08.2015
PaschimVihar, Delhi- 110063Place: Haryana

Annexure to the Directors' Report

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 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S.No.	Name of the Director/KMP and Designation	Remuneration of Director/KMP for the Financial Year 2014-15 (In Rs.)	% Increase in Remuneration in the Financial year 2014-15	Ratio of remuneration of each Director/to median remuneration of of Employees
1.	Mr. Yogesh Agrawal (Chairman and Managing Director)	NIL	NIL	NIL
2.	Mr. Tej Narain Agrawal	NIL	NIL	NIL
3.	Mr. Rohit Batham (Company Secretary & Compliance officer)	63000/-	NIL	Not Applicable
4.	Mr. Rajesh Kumar Jha	60000/-	NIL	Not Applicable

❖ Mr. TejNarainAgrawal has resigned from the board with effect from 07th December 2014.

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 60000/-
(iii) There were 5 permanent employees on the rolls of Company as on March 31, 2015;
(iv) It is hereby affirmed that the no remuneration paid to the Directors.

For and on behalf of
Genomic valley Biotech Limited

Yogesh Agrawal
Chairman

DIN-01165288

Address: G-74, Pushkar Enclave, Date: 07.09.2015

PaschimVihar, Delhi- 110063Place: Haryana

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.

During the year the board had appointed Mr. Rajesh Kumar saxena and Mr. Pradeep Gupta as Director in Independent capacity on 28th June 2014 according to companies Act, 2013 and all applicable listing clauses. Mr. Tej Narain Agrawal has resigned from the directorship due to ill health on 07th December 2014.

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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 hereinbelow:

Composition and Directorship(s) / Committee Membership(s)/Chairmanship(s) as on 31st March, 2015

Name	Date of Joining the Board	Directorship in other Companies	Membership In* committees	Chairmanship(s)* in committees
Mr. Yogesh Agrawal	15-03-1996	2	-	-
Mrs. ParulAgrawal	29-09-2010	1	3	-
Mr. Rajesh Kumar Saxena	28-06-2014	1	3	-
Mr. PradeepGupta	28-06-2014	1	3	3

*Includes Membership and chairmanship only in Audit committee, Nomination and Remuneration committee, Stakeholder relationship Committee and Risk Management Committee.

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Companies Act, 2013 and Listing Agreement.

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 will be appointed for a term of five years in the ensuing 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 Listing Agreement.
- 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 Clause 49 of the Equity Listing Agreement and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than the Chairman are Independent in terms of Clause 49 of the Listing Agreement 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 2014-2015, Seven Board meetings were held on 18th April, 2014, 26th April 2014, 28th June, 2014, 11th August, 2014, 11th November, 2014, 07th December, 2014 and 12th February 2015. 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, 2015 on 12 February 2015 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.

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. Mr. Rajesh Kumar Saxena and Mrs. Parul Agrawal as its members. During the year, Mr. Rajesh Kumar Saxena and Mr. Pradeep Kumar 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 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 there under. 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 four times during the Financial Year ended 31st March, 2015 on 18th April, 2014, 11th August, 2014, 11th November, 2014 and 12th February, 2015.

Risk Management Committee

The Company's Risk Management Committee comprises all the 2 Independent Directors and non executive director. The chairman of Audit Committee is Mr. Pradeep Gupta. The members of the committee are Mr. RajeshKumar Saxena and Mrs. ParulAgrawal. The board has constituted the committee on 12th February 2015 consistent with requirements of revised clause 49 of Listing Agreement.

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.

During the Financial Year ended 31th March, 2015, the Committee met one time on 17th March 2015.

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. During the year, Mr. Rajesh Kumar Saxena and Mr. Pradeep Gupta stepped down as a member of the Committee with effect from 28rd June, 2014 to make the composition of the Committee consistent with requirements of revised clause 49 of Listing Agreement. In terms of Section 178 (1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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 1 times during the Financial Year ended 31st March, 2015 on 07TH December, 2014.

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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 2015 as provided herein under.

S.NO	NAME OF DIRECTOR	SALARY
1.	Mr. Yogesh Agrawal	NIL
2.	Mrs.ParulAgrawal	NIL
3.	Mr. Rajesh Kumar Gupta*	NIL
4.	Mr. Pradeep Gupta*	NIL
5	Mr. TejNarainAgrawal**	NIL

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

**Director ceased on 07th December 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 31th March, 2015, the Committee met Four times on 18th April 2014, 11th August 2014, 11th November 2014 and 12th February.

Details of Shareholders' / Investors' Complaints

Mr. Rohit Batham is Company Secretary and Compliance Officer for resolution of Shareholder's/Investor's complaints. During the Financial Year ended 31st March, 2015 no complaints were received from the shareholders.

Attendance of Directors at Board and Committee Meeting(s)

Name	Board Meeting	Audit Committee	Nomination and Remuneration committee	Stakeholder's Relationship Committee	Risk Management Committee
Mr. Yogesh Agrawal	7 of 7	-	-	-	-
Mrs.ParulAgrawal	7 of 7	4 of 4	1 of 1	4 of 4	1of 1
Mr. Rajesh Kumar Saxena*	4 of 7	3 of 4	1 of 1	3 of 4	1of 1
Mr. Pradeep Gupta*	4 of 7	3 of 4	1 of 1	3 of 4	1 of 1
Mr. TejNarainAgrawal**	6 of 7	1 of 4	-	1 of 4	-

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

**Director ceased on 07th December 2014.

The last Annual General Meeting of the Company held on 31st May, 2014 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 rohit.gvbl@gmail.com for reporting such concerns. 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 In addition, members of the Board and Management Committee also submit, on an annual basis, the details of individuals to whom they are related and entities in which they hold interest and such disclosures are placed before the Board. Transactions with any of the entities referred above are placed before the Board for approval. Details of all Related Party Transactions are placed before the Audit Committee on quarterly basis.

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 Equity Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available at 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. 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 the Listing Agreement with the Stock Exchanges (as amended from time to time)

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 Clause 49 of the Listing Agreement.

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.

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, 2015 and a declaration to that effect, signed by the Managing Director is attached and forms part of this Report.

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 year.

However, none of these cases are material in nature, which may lead to material loss or expenditure to the Company.

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 Clause 49 of the Listing Agreement. In addition, the Company has also adopted the following requirements to the extent mentioned below:

- **Audit qualifications:** Company's financial statements are unqualified
- **Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

SECRETARIAL STANDARDS AND SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Standards Audit for the year 2014-15 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, which were recommendatory in nature and Company voluntarily decided to adhere to the same. The Secretarial Standards Audit Report is part of this Annual Report.

The Company has also undertaken Secretarial Audit for the year 2014-15 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Agreement 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
31 st March 2012	29 th September 2012 10.30 A.M.	4 KM Stone BeriChhara Road, Tehsil- BahadurgarhDistt. Jhajjar Haryana	-
31 st March 2013	30 th September 2013 10.30 A.M.	4 KM Stone BeriChhara Road, Tehsil- BahadurgarhDistt. Jhajjar Haryana	-
31 st March 2014	31 st May 2014 9:00 A.M.	4 KM Stone BeriChhara Road, Tehsil- BahadurgarhDistt. Jhajjar Haryana	-

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Postal Ballot

During the year no resolution was passed by postal Ballot.

Annual General Meeting for the financial year 2014-15

Date : Wednesday 30th September 2015
 Venue : 4 KM Stone Beri Chhara Road, Tehsil- Bahadurgarh Distt. Jhajjar Haryana.
 Time : 11:00 A.M.
 Book Closure Dates : Thursday 24th August 2015 to Wednesday 30th September 2015(both dates Inclusive)
 Last Date of receipt of Proxy forms : Monday, 28th September, 2015 before 2 p.m. at Registered Office of the Company

Calendar of Financial Year ended 31st March, 2015

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2015 were held on the following dates:

First Quarter Results	18 th April, 2014
Second Quarter and Half yearly Results	11 th August, 2014
Third Quarter Results	11 th November, 2014
Fourth Quarter and Annual Results	12 th February, 2015

Tentative Calendar for financial year ending 31st March, 2016

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2016 are as follows:

First Quarter Results	14 th May, 2015
Second Quarter and Half yearly Results	07 th August, 2015
Third Quarter Results	14 th November, 2014
Fourth Quarter and Annual Results	14 th February, 2015

Dividend

The Board of Directors had not declared any dividend for the Financial Year 2014-15.

Distribution of Shareholding as on 31st March, 2015

Share holding of Nominal Value	Shareholders		Shares Amount	
	Number	%	Amount (inRs.)	%
1-5000	448	82.81	4,22,500	1.38
5001-10000	20	3.70	2,00,000	0.65
10001-20000	8	1.48	1,43,500	0.47
20001-30000	12	2.22	3,22,000	1.05
30001-40000	23	4.25	8,67,000	2.84
40001-50000	14	2.59	6,98,000	2.29
50001-100000	2	0.37	2,00,000	0.65
100001 and above	14	2.59	2,76,92,000	90.66

Categories of Shareholders as on 31st March, 2015

Category	No. of Folios	Shares Held (Nos.)
Directors and their Relatives	2	19,61,700
Body Corporate	1	2,50,000
Resident Individuals and Others	538	8,42,800
Total	541	30,54,500

Bifurcation of shares held in physical and demat form as on 31st March, 2015

Particulars	No. of Shares	%
Physical Segment	26,69,900	87.40
Demat Segment	3,84,600	12.60
Total	3054500	100

*There are no outstanding GDRs / ADRs / Warrants / Convertible Instruments of the Company

Listing Details

Name of the Stock Exchange	ISIN /SCRIP CODE
Bombay Stock Exchange	539206
Ahmadabad Stock Exchange	INE574D01010

- ❖ The recently company get listed on BSE and got permission for trading on 10th July 2015.
- ❖ Delhi Stock Exchange, Jaipur Stock Exchange, Pune Stock Exchange is not operative therefore on current date company is listed on only two stock exchanges i.e. Bombay Stock Exchange and Ahmadabad Stock Exchange.

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 (English) and Samachar Jagat (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 and presentation 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 Services**Web-based Query Redressal System**

Members may utilise the facility extended by the Registrar and Transfer Agent for redressal of queries. Investors may visit <http://linkintime.com> and click on "INVESTORS" option for query registration through free identity registration process.

Investors can submit their query in the "QUERIES" option provided on the above website, which would give the grievance a registration number. For accessing the status / response to the query submitted, the grievance registration number can be used at the option "VIEW REPLY" after 24 hours. Investors can continue to put an additional query relating to the case till they get a satisfactory reply.

**Alternative Dispute Redressal
Shareholders**

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 www.genomicvalley@gmail.com.

Address for Correspondence

All shareholders' correspondence should be forwarded to M/s. Link Intime India 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 www.genomicvalley@gmail.com

Link Intime India Private Limited (Registrar Transfer Agent)	Investor Service Department	Company Secretary and Compliance officer
Unit: Genomic Valley Biotech Limited 44,Community Centre, 2 nd Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina, New Delhi- 110028 Email id: delhi@linkintime.co.in Website: www.linkintime.co.in	Genomic valley biotech Limited 4 KM Stone BeriChhara Road, Tehsil- BahadurgarhDistt. Jhajjar Haryana- 124507 Email id: www.genomicvalley@gmail.com Website: www.genomicvalley.com Mobile: +91 8506986526	Mr. RohitBatham Email Id: rohit.gvbl@gmail.com Mobile No. +91 8010091909

MANAGING DIRECTOR (MD) & CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,
The Board of Directors
Genomic Valley Biotech Limited
4 KM Stone BeriChhara Road,
Tehsil- BahadurgarhDistt. Jhajjar
Haryana-124507

We, the undersigned, in our respective capacities as Chief Financial Officer of Genomic valley Biotech Limited ("the Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2015 and based on our knowledge and belief, I stated that :
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain any 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 the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are 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 hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has 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 significant role in the Company's internal control system over financial reporting.

Yogesh Agrawal
Managing Director
DIN 01165288
ADD: G-74 Pushkar enclave, Paschim Vihar Delhi 110063

Rajesh Kumar Jha
Chief Financial Officer

Date: 07-09-2015
Place: Delhi



A.K. Khattar & Associates
Chartered Accountants

112-A, Ground Floor, DDA Complex,
Jhandewalan Extn-1, New Delhi-110055
Ph: 011-23676383, 011-43570260

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of
Genomic Valley Biotech Limited
4 KM Stone BeriChhara Road,
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, 2015, as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchanges in India.

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 above mentioned Listing Agreement.

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

AK KHATTAR
(PROPRIETOR)
M.NO. 084960

Date: 05-09-2015
Place: Haryana

**ANNEXURE TO DIRECTORS' REPORT
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and
Remuneration of Managerial Personnel) Rules, 2014]**

To,

The Members

**GENOMIC VALLEY BIOTECH LIMITED
4 KM STONE BERI CHHARA ROAD,
TEHSIL-BAHADURGARH DISTT-JHAJJAR,
HARYANA**

I have conducted the secretarial audit for the period commencing from April 1, 2014 to March 31, 2015 (hereinafter referred to as the Audit period) 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 me 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 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 my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2015 ('Audit Period') complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in 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 financial year ended on 31 March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) 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(Issue of Capital and Disclosure Requirements)Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - d) The Securities and Exchange Board of India(Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India(Share Based Employee Benefits) Regulations,2014 notified on 28 October 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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 to the Company during the Audit Period); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).

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

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- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not applicable during the audit period).
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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 test-check basis, the Company has complied with the laws applicable specifically to the Company.

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

I further report that company is adequate in filling all forms and returns as per the Act. However company had taken disclosure of interest from directors and taken a note for the same in board meeting but due to inadvertence not filled the requisite form which later on through MCA notification becomes exempted.

I further report that the company had adopted the Account and Board report in its meeting but due to inadvertence the company has not been filed the board resolution for the Adoption of Accounts and the Board report in requisite form consequently company on its own is in process to comply with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, 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 decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place: Delhi
Date: 02-09-2015**

**For an on behalf of
I J & Company**

**Indu Jain
(Proprietor)
C.P. No. 12167**



A.K. Khattar & Associates
Chartered Accountants

112-A, Ground Floor, DDA Complex,
Jhandewalan Extn-1, New Delhi-110055
Ph: 011-23676383, 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'), having its registered office at **4 KM Stone, BerriCharra Road, Village KherkaMusalman, Tehsil Bahadurgarh, Distt. Jhajjar** which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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

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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 adequate internal financial controls system over financial reporting 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 standalone 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 2015 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 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) 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 that the Company has disclosed the impact of pending litigations on its financial position in its financial statements – **Refer Note 19** to the financial statements;

DATED: 30.05.2015

PLACE: Bahadurgarh, Haryana

**For A K KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS**

**AK KHATTAR
(PROPRIETOR)
M.NO. 084960**

Annexure 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 2015, we report that:

1. (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.
2. The Company is engaged in a floriculture business. And it does not hold any physical inventories.
3. The Company has not granted any loans to body corporate therefore section 189 of the Companies Act, 2013 ('the Act') is not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
5. The Company has not accepted any deposits from the public.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
7. (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 2015 for a period of more than six months from the date they became payable.

(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.

(c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under are not applicable.

8. The accumulated losses at the end of financial year are not more than fifty percent of its net worth and cash losses has been incurred by the company during this financial year and in the immediately preceding such financial year.
9. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.

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10. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. The Company did not have any term loans outstanding during the year.
12. 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.

DATED: 30.05.2015

PLACE: Bahadurgarh, Haryana

**FOR A K KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS**

**AK KHATTAR
(PROPRIETOR)
M.NO. 084960**

GENOMIC VALLEY BIOTECH LIMITED
REGD. OFF: 4 K.M. STONE BERI CHHARA ROAD, TEHSIL BAHADURGARH, DISTT. JHAJJAR, HARYANA
Balance Sheet as at 31.03.2015

Particulars		Note No.	Figures as at the end of 31.03.2015	Figures as at the end of 31.03.2014
I. EQUITY AND LIABILITIES				
1 Shareholders' Funds				
(a)	Share Capital	1	3,05,45,000.00	3,05,45,000.00
(b)	Reserves and Surplus	2	1,84,32,941.53	1,85,17,236.19
(c)	Money received against share warrants		0.00	0.00
Total Shareholders' Funds			4,89,77,941.53	4,90,62,236.19
3 Non-Current Liabilities				
(a)	Long-Term borrowings	3	75,00,000.00	75,00,000.00
(b)	Deferred Tax Liabilities (Net)	4	0.00	20,563.52
(c)	Other Long Term Liabilities		0.00	0.00
(d)	Long-Term Provisions		0.00	0.00
Total Non-Current Liabilities			75,00,000.00	75,20,563.52
4 Current Liabilities				
(a)	Short-Term Borrowings		0.00	0.00
(b)	Trade Payables	5	16,28,864.00	0.00
(c)	Other Current Liabilities	6	62,90,646.58	60,08,306.58
(d)	Short-Term Provisions	7	0.00	10,073.04
Total Non-Current Liabilities			79,19,510.58	60,18,379.62
TOTAL			6,43,97,452.11	6,26,01,179.33
II. ASSETS				
Non-Current Assets				
1 (a) Fixed assets				
(i)	Tangible assets	8	3,14,68,788.58	3,01,83,759.58
(ii)	Intangible assets		0.00	0.00
(iii)	Capital work-in-progress		0.00	0.00
(iv)	Intangible assets under development		0.00	0.00
(b)	Non-Current Investments	9	55,44,759.85	0.00
(c)	Deferred Tax Assets (Net)		4,315.07	0.00
(d)	Long-Term Loans and Advances		0.00	0.00
(e)	Other Non-Current Assets		0.00	0.00
Total Non-Assets			3,70,17,863.50	3,01,83,759.58
2 Current Assets				
(a)	Current Investments		0.00	0.00
(b)	Inventories		0.00	0.00
(c)	Trade Receivables		0.00	0.00
(d)	Cash and Cash Equivalents	10	16,96,048.65	72,98,939.75
(e)	Short-Term Loans and Advances	11	2,51,00,000.00	2,51,00,000.00
(f)	Other Current Assets	12	5,83,539.96	18,480.00
Total Current Assets			2,73,79,588.61	3,24,17,419.75
TOTAL			6,43,97,452.11	6,26,01,179.33
Other Notes to Accounts		19		

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
Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

GENOMIC VALLEY BIOTECH LIMITED
REGD. OFF: 4 K.M. STONE BERI CHHARA ROAD, TEHSIL BAHADURGARH, DISTT. JHAJJAR,
HARYANA

Profit & Loss A/c as at 31.03.2015

Particulars	Refer Note No.	Figures for the year ending 31.03.2015	Figures for the year ending 31.03.2014
I. Revenue from Operations	13	3,03,675.19	8,71,694.00
II. Other Income	14	7,27,569.50	1,22,931.00
III. Total Revenue (I + II)		10,31,244.69	9,94,625.00
IV. Expenses:			
Cost of materials consumed	15	51,135.00	2,18,194.00
Purchases of Stock-in-Trade		0.00	0.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		0.00	0.00
Employee benefits expense	16	2,97,234.00	96,000.00
Finance costs		0.00	0.00
Depreciation and amortization expense	17	81,953.00	35,850.00
Other expenses	18	7,10,095.94	5,91,718.00
Total expenses		11,40,417.94	9,41,762.00
Profit before exceptional and extraordinary items and tax (III-IV)		-1,09,173.25	52,863.00
VI. Exceptional items		0.00	0.00
VII. Profit before extraordinary items and tax (V - VI)		-1,09,173.25	52,863.00
III. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII- VIII)		-1,09,173.25	52,863.00
X Tax Expense:			
(1) Current tax		0.00	10,073.04
(2) Deferred tax		-24,878.59	4,205.52
XI Profit (Loss) for the period from continuing operations (VII-VIII)		-84,294.66	38,584.44
XII Profit/(loss) from discontinuing operations		0.00	0.00
XIII Tax expense of discontinuing operations		0.00	0.00
XI Profit/(loss) from Discontinuing Operations (after V tax) (XII-XIII)		0.00	0.00
XV Profit (Loss) for the period (XI + XIV)		-84,294.66	38,584.44
XVI Earnings per equity share:			
(1) Basic		-0.03	0.01
(2) Diluted		-0.03	0.01

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
Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

DATE: 30/05/2015
PLACE: Bahadurgarh, Haryana

Rajesh Kumar Jha
Chief Financial Officer

Rohit Batham
Company Secretary &
Compliance Officer
M.N.-A 37260

GENOMIC VALLEY BIOTECH LIMITED

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

NOTES TO ACCOUNTS YEAR ENDED 31.03.2015

Note 1

SHARE CAPITAL

Share Capital	As at 31 March 2015		As at 31 March 2014	
	Number		Number	
Authorised				
Equity Shares of Rs 10 each	90,00,000	9,00,00,000.00	90,00,000	9,00,00,000.00
Issued				
Equity Shares of Rs 10 each	81,50,000	8,15,00,000.00	81,50,000	8,15,00,000.00
Subscribed				
Equity Shares of Rs 10 each	76,97,300	-	76,97,300	-
Less: Share Forefeiture	46,42,800	-	46,42,800	-
Balances Shares of Rs 10 each	30,54,500	3,05,45,000.00	30,54,500	3,05,45,000.00
Paid up Capital				
Equity Shares of Rs 10 each Fully paidup	30,54,500	3,05,45,000.00	30,54,500	3,05,45,000.00
Total	30,54,500	3,05,45,000.00	30,54,500	3,05,45,000.00

List of shareholders holding more than 5% shares

Name of shareholders	No. of shares	%
Yogesh Agrawal	16,78,000	54.94
Parul Agrawal	2,83,700	9.29
M/S Geep Industrial syndicate ltd	2,50,000	8.18

Note 2

RESERVES AND SURPLUS

Reserves & Surplus	As at 31 March 2015	As at 31 March 2014
		-
Capital Forefeiture	1,60,00,000.00	1,60,00,000.00
Subsidy for Green House	70,000.00	70,000.00
Sugarcane Development Fund	10,00,000.00	10,00,000.00
Share Forefeiture	1,16,07,000.00	1,16,07,000.00
Misc. Expenditure	-1,02,11,019.00	-1,02,11,019.00
Total	1,84,65,981.00	1,84,65,981.00
Surplus		
Openin balance	51,255.19	12,670.75
Net Profit/Loss of Current Year	-84,294.66	38,584.44
Total	-33,039.47	51,255.19
Total	1,84,32,941.53	1,85,17,236.19

Note 3

Long Term Borrowing

Long Term Borrowing	As at 31 March 2015	As at 31 March 2014
		-
Unsecured Bridge Loan From National Horticulture Board	75,00,000.00	75,00,000.00

Note 4

Deffered Tax Liabilities

	As at 31 March 2015	As at 31 March 2014
	Deffered Tax Liabilities	0.00

Note 5

Trade Payable

	As at 31 March 2015	As at 31 March 2014
	-	-
Anubhav Export	3,68,864.00	0.00
Creditor of Furniture	35,000.00	0.00
Govind Traders	56,000.00	0.00
Tushar Oil Foods Ltd	11,69,000.00	0.00
Total	16,28,864.00	0.00

Note 6

Other Current Liabilities

	As at 31 March 2015	As at 31 March 2014
	-	-
Listing Fee Payable	0.00	33,090.00
Outstanding Payable	2,20,147.58	2,20,147.58
Expenses Payable (Service Charge NHB)	60,55,069.00	57,55,069.00
Yogesh Agrawal	15,430.00	0.00
Total	62,90,646.58	60,08,306.58

Note 7

Short Term Provision

<u>Short Term Provision</u>	As at 31 March 2015	As at 31 March 2014
	-	-
Provision for taxation	0.00	10,073.04
Total	0.00	10,073.04

Note 8 Tangible assets

Assets	Land & Building	Plant & Equipment				Furniture & Fixtures	Vehicle	Total
		Shadenet	Green house	Generator set	HP LAPTOP			
Gross Block								
Balance as at April 01, 2013	2,99,08,924.58	1,02,000.00	2,60,000.00	-	59,990.00	-	2,75,000.00	3,06,05,914.58
Additions	-	-	-	-	-	-	-	-
Deletions	-	-	-	-	-	-	-	-
Balance as at March 31, 2014	2,99,08,924.58	1,02,000.00	2,60,000.00	-	59,990.00	-	2,75,000.00	3,06,05,914.58
Additions	-	-	14,68,864.00	56,000.00	-	35,000.00	-	15,59,864.00
Deletions	-	-	-	-	-	-	1,92,882.00	1,92,882.00
Balance as at March 31, 2015	2,99,08,924.58	1,02,000.00	17,28,864.00	56,000.00	59,990.00	35,000.00	82,118.00	3,19,72,896.58
Accumulated Depreciation								
Balance as at April 01, 2013	-	1,02,000.00	2,60,000.00	-	6,888.00	-	17,417.00	3,86,305.00
Additions	-	-	-	-	9,725.00	-	26,125.00	35,850.00
Deletions	-	-	-	-	-	-	-	-
Balance as at March 31, 2014	-	1,02,000.00	2,60,000.00	-	16,613.00	-	43,542.00	4,22,155.00
Additions	-	-	-	-	43,377.00	-	38,576.00	81,953.00
Deletions	-	-	-	-	-	-	-	-
Balance as at March 31, 2015	-	1,02,000.00	2,60,000.00	-	59,990.00	-	82,118.00	5,04,108.00
Net Block								
Balance as at March 31, 2014	2,99,08,924.58	-	-	-	43,377.00	-	2,31,458.00	3,01,83,759.58
Balance as at March 31, 2015	2,99,08,924.58	-	14,68,864.00	56,000.00	-	35,000.00	-	3,14,68,788.58

* Land & Building includes Land & Site Development of Rs. 4148348.50

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	As at 31 March 2015	As at 31 March 2014
	-	-
Shares held in SRF Ltd 5800 @754.44	43,75,759.85	0.00
Quoted: Mkraket Value as on 31/03/2015- @ Rs. 999 per Share		
Share held in Delta Colonizers Ltd. 116900 @ Rs. 10	11,69,000.00	0.00
Unquoted :		
Total	55,44,759.85	0.00

Note 10 CASH AND CASH EQUIVALENTS

Cash and cash equivalents	As at 31 March 2014		As at 31 March 2013	
	-	-	-	-
a. Balances with banks				
In current a/c	16,88,988.65		53,679.75	
FDR with Kotak Mahindra Bank	0.00		18,00,000.00	
FDR With SBI Jwalaheri Branch	0.00	16,88,988.65	20,02,877.00	38,56,556.75
b. Cash in hand		7,060.00		34,42,383.00
		16,96,048.65		72,98,939.75

Note 11 Short Term Loan & Advances

<u>Short Term Loan & Advances</u>	As at 31 March 2014	As at 31 March 2013
	-	-
Advance For Purchase of Property	45,00,000.00	45,00,000.00
Advance For Purchase of Land	2,06,00,000.00	2,06,00,000.00
Total	2,51,00,000.00	2,51,00,000.00

Note 11: Other Current Assets

<u>Other Current Assets</u>	As at 31 March 2014	As at 31 March 2013
	-	-
Interest Accured But Not Due	0.00	4,538.00
Interest Accured & Due	0.00	0.00
TDS Deducted	17,871.00	13,942.00
Tds Deposited	3,868.96	-
Prepaid Expenses (Processing Fee to BSE for Listing)	5,61,800.00	-
Total	5,83,539.96	18,480.00

Note 13 Revenue From Operation

<u>Revenue From Operation</u>	As at 31 March 2015	As at 31 March 2014
	-	-
Sale of Plants	50,345.19	8,71,694.00
Sale of Cut Flowers	1,32,690.00	
Consultancy Income	1,20,640.00	
Total	3,03,675.19	8,71,694.00

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Note 14

Other Income

<u>Other Income</u>	As at 31 March 2015	As at 31 March 2014
	-	-
Dividend received	47,500.00	
Interest Received	1,78,390.00	1,22,931.00
Other Income	101.94	
Reversal of bank Charges	8,087.45	
Sale of Scrap	2,72,783.00	
Income from Shares Trading	2,20,707.11	
Total	7,27,569.50	1,22,931.00

Note 15

Cost of materials consumed

<u>Cost of materials consumed</u>	As at 31 March 2015	As at 31 March 2014
	-	-
Seeds, Khad & Other Consumable Item	51,135.00	2,18,194.00
Total	51,135.00	2,18,194.00

Note 16

Employee benefits expense

<u>Employee benefits expense</u>	As at 31 March 2015	As at 31 March 2014
	-	-
Salary, Wage & Other Staff Welfare	2,97,234.00	96,000.00
Total	2,97,234.00	96,000.00

Note 17

Depreciation

<u>Cost of materials consumed</u>	As at 31 March 2015	As at 31 March 2014
	-	-
Depreciation on Sonata car (SLM)	38,576.00	26,125.00
Depreciation on HP LAPTOP (SLM)	43,377.00	9,725.00
Total	81,953.00	35,850.00

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Note 18

Other Expenses

<u>Other Expenses</u>	As at 31 March 2015	As at 31 March 2014
AGM Expenses	41,531.00	42,300.00
Audit Fee	16,000.00	16,000.00
Bank Charges	780.00	8,791.25
Car Insurance	9,723.00	13,250.00
DTP RTI Expense	5,100.00	-
Computer Peri	-	7,500.00
Interest Paid	3,00,000.00	1,39,632.00
Jaipur Stock Exchange Fee	1,91,596.00	-
DSE Listing Fee a/c	24,916.00	11,030.00
Misc.Expances	78,495.19	20,530.00
ROC Exp	21,165.75	7,668.75
Statutory Advertisement	20,789.00	-
Travelling	-	3,25,016.00
Total	7,10,095.94	5,91,718.00

Note 19:- 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 from time to time.

(c) Preliminary and Share Issue Expenses

Preliminary and Share Issue Expenses has been amortised over ten years.

2. CONTINGENT LIABILITIES

NIL

- 3.** The company has started commercial operation partially during year ended 31st March 2013. Profit and Loss Account has been prepared. In view of the above, provision of Income Tax has been made.
- 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.

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5. Payment to Auditors :

	Current Year	Previous year
	(Rupees)	(Rupees)
Audit Fees	16000	16000

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

7. Notes No.19 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

For and on behalf of
GENOMIC VALLEY BIOTECH LIMITED

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

Yogesh Agrawal
Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

DATE: 30/05/2015
PLACE: Bahadurgarh, Haryana

Rajesh Kumar Jha
Chief Financial Officer

Rohit Batham
Company Secretary &
Compliance Officer
M.N.-A 37260

GENOMIC VALLEY BIOTECH LIMITEDREGD. OFF: 4 K.M. STONE BERI CHHARA ROAD, TEHSIL BAHADURGARH, DISTT. JHAJJAR,
HARYANA**CASH FLOW STATEMENT FOR THE YEAR 2014-2015**

		AMOUNT IN (Rs.)	
		2014-15	2013-14
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit As Statement Profit & Loss	-1,09,173.25	52,863.00
	Adjustment For		
	Dividend received	-47,500.00	
	Income from Shares Trading	-2,20,707.11	
	Depreciation	81,953.00	35,850.00
	Interest Income	-1,22,931.00	-1,22,931.00
	Operating Profit Before Change in Working Capital	-4,18,358.36	-34,218.00
	ADJUSTMENTS FOR WORKING CAPITAL:		
	Increase/Decrease in Loans and Advances	-	-
	Other Current Assets	-5,65,059.96	23,707.00
	Increase/Decrease in Current Liabilities	19,01,130.96	50,562.75
	CASH GENERATED FROM OPERATIONS	9,17,712.64	40,051.75
	Taxes Paid	-	-6,833.00
	Total (a)	9,17,712.64	33,218.75
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Additions/Sales to fixed assets	-1,02,000.00	-
	Increase in Capital Work In Progress	-	-
	Purchase/Sell of Investments	-55,44,759.85	-
	Dividend received	47,500.00	
	Income from Shares Trading	2,20,707.11	
	Interest Income	1,22,931.00	1,22,931.00
		-52,55,621.74	1,22,931.00
C.	CASH FLOWS FROM FINANCING ACTIVITIES		
	Repayment of Borrowings	-	-
	Preliminary Expenses		
	total (C)	-	-
	NET CASH FLOWS DURING THE YEAR (A+B+C)	-43,37,909.10	1,56,149.75
	Cash and Cash Equivalents (Opening Balance)	72,98,939.75	71,42,790.00
	Cash and Cash Equivalents (Closing Balance)	29,61,030.65	72,98,939.75

AS PER OUR REPORT OF EVEN DATE ANNEXED

For A. K. KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTSFor and on behalf of
GENOMIC VALLEY BIOTECH LIMITED(A.K. Khattar)
Proprietor
M. No. 084960Yogesh Agrawal
Director
DIN-01165288Parul Agrawal
Director
DIN-01165188

60

DATE: 30/05/2015
PLACE: Bahadurgarh, HaryanaRajesh Kumar Jha
Chief Financial OfficerRohit Batham
Company Secretary &
Compliance Officer
M.N.-A37260

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 the Listing Agreement with the Stock Exchanges (as amended from time to time), 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 Clause 49 of the Listing Agreement.

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.

POLICY ON RELATED PARTY TRANSACTIONS**1. The Policy**

Genomic Valley Biotech Limited shall engage with Related Parties in the ordinary course of business and on an arm's length basis to leverage scale, size and drive operational synergies to provide value added, innovative products to its consumers while ensuring that transactions with Related Parties are, fully compliant with applicable Regulations.

2. Objective of the Policy

The Board of Directors ("the Board") of Genomic valley Biotech Limited ("GVBL" or "the Company"), after considering the recommendation of the Audit Committee, has adopted this policy and associated procedures with regard to Related Party Transactions, in line with the requirements of the Companies Act, 2013 and the Equity Listing Agreement.

This Policy is intended 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.

3. Definitions and Applicability

All capitalized terms used in this policy document but not defined herein shall have the meaning ascribed to such term in the Companies Act, 2013 and the Rules framed there under and the Equity Listing Agreement, as amended from time to time.

This policy is applicable to Genomic valley Biotech Limited. Accordingly, the terms 'Company', 'Board of Directors', 'Audit Committee', 'Nomination and Remuneration Committee', 'shall be construed with reference to the respective company. In case the Company is not required to constitute any of the Committee as per the applicable provisions of the Companies Act, 2013 and the Equity Listing agreement, the reference to the Committees in this policy shall be read as the 'Board of Directors'.

This policy shall be applicable to all Related Party Transactions entered into on or after 1st October, 2014. The Audit Committee of the Company shall review all existing related party transactions as a matter of good governance and agree on corrective steps, if required, to ensure that the transactions entered are in the ordinary course of business and are on an arm's length basis.

4. Dealing with Related Party Transactions

Related Party Transactions are prohibited, unless approved or ratified by the Audit Committee and / or the Board of Directors of the Company in accordance with this policy. In dealing with Related Party Transactions, the Company will follow the following approach:

I. Identification of Related Party Transactions

All Related Party Transactions must be brought to the notice of the Audit Committee of the Company. Any employee of the Company who is aware of any transaction that is or may be perceived to be a Related Party Transaction is required to bring the same to the attention of the the Audit Committee of the Company through Company Secretary.

All Directors, Members of the Management Committee and Key Managerial Personnel (KMPs) are responsible for informing the Company of their interest (including interest of their Relatives) in other companies, firms or concerns at the beginning of every financial year and any change in such interest during the year. In addition, all Directors, Members of the Management Committee and KMPs are responsible for providing notice to the Company Secretary of any potential Related Party Transaction involving him/her or his or her relative, including any additional information about the transaction that the Audit Committee may request. The Board shall record the disclosure of interest and the Audit Committee will determine whether the transaction is in the ordinary course of business and on an arm's length basis.

Such notice of any potential Related Party Transaction should be given well in advance so that the Company Secretary has adequate time to obtain and review information about the proposed transaction and to refer it to the Audit Committee.

II. Review and Approval of Related Party Transactions

Related Party Transactions are prohibited, unless approved or ratified by the Audit Committee of the Company in accordance with this policy. Unless otherwise stated in this policy, all Related Party Transactions require prior approval of the Audit Committee of the Company. All Related Party Transactions must be reported to the Company Secretary who shall submit the same for approval or ratification by the Audit Committee in accordance with this policy.

The Audit Committee shall grant omnibus approval to Related Party Transactions that are:

- a. Repetitive in nature; and/or
- b. Entered in the ordinary course of business and are at Arm's Length. The expression Arm's Length has the meaning ascribed to it under Section 188 of the Companies Act, 2013.

Such omnibus approval will be granted to the transactions which, in addition to meeting the above criteria, also satisfy the following considerations:

- a) The transaction in question is necessary to be executed as it is in the business interest of the Company;
- b) If the transaction to be entered into with a Related Party is concerning technology transfer, intellectual property or specialized services that are proprietary in nature;
- c) The requisite information is presented to the Audit Committee's satisfaction, to confirm that the transaction is at Arm's Length and in ordinary course of business;
- d) Such omnibus approval shall specify
 - i. The name/s of the Related Party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into,
 - ii. The indicative value and the formula for variation in the value, if any and
 - iii. Such other conditions as the Audit Committee may deem fit;

Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.

The Audit Committee shall on quarterly basis review the details of the Related Party Transactions entered into by the Company pursuant to the omnibus approval.

In an unforeseen event where a Related Party Transaction, for which Omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies between two Audit Committee meetings, the Audit Committee may approve such Related Party Transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.

Ratification, if any, of a Related Party Transaction after its commencement or completion will be approved by the Audit Committee in exceptional circumstances only.

A Related Party Transaction entered into without prior approval of the Audit Committee shall not be deemed to violate this policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee for ratification as promptly as reasonably practical after it is entered into and such transaction is ratified.

Any member of the Audit Committee, who has a potential interest in any Related Party Transaction, will recuse him or herself and abstain from voting on the approval or ratification of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval or ratification of the Audit Committee.

All Related Party Transactions that are not in the ordinary course of business or not on arm's length basis shall be referred to the Board of Directors for their approval. Any member of the Board who has a potential interest in such Related Party Transaction will recuse him or

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herself and abstain from voting on the approval of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval of the Board.

Any such Related Party Transactions shall also be placed for prior approval of shareholders if it exceeds the thresholds as prescribed under the Companies Act, 2013 and rules framed there under and the Listing Agreement.

All entities falling under the definition of Related Parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

III. Related Party Transactions that shall not require Approval

Following transactions shall not require separate approval under this policy:

- Any transaction pertaining to appointment and remuneration of Directors and KMPs that has already been approved by the Nomination and Remuneration Committee of the Company or the Board;
- Transactions that have been approved by the Board under the specific provisions of the Companies Act, e.g. inter-corporate deposits, borrowings, investments with or in wholly owned subsidiaries or other Related Parties;
- Payment of Dividend;
- Transactions involving corporate restructuring, such as buy-back of shares, capital reduction, merger, demerger, hive-off, approved by the Board and carried out in accordance with the specific provisions of the Companies Act, 2013 or the Equity Listing Agreement;
- Contribution to Corporate Social Responsibility (CSR), subject to approval of CSR Committee and within the overall limits approved by the Board of Directors of the Company.

5. Material Related Party Transaction

All Material Related Party Transactions shall be placed for prior approval of shareholders through Special Resolution.

A transaction with a Related Party shall be considered Material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

6. Disclosure(s)

Details of all Material Related Parties Transactions shall be disclosed, on quarterly basis, along with the compliance report on corporate governance, to the Stock Exchanges.

The Company shall disclose the policy on dealing with Related Party Transactions on its website and provide web link in the Annual Report. In addition to the disclosures required under Accounting Standard, Related Party Transactions that are not at arm's length basis and Material Related Party Transactions that are at arm's length or such other transactions as may be statutorily required, shall be disclosed in the Annual Report of the Company.

7. Governance of the Policy

The Company shall constitute a Steering Committee which will be headed by the Chief Financial Officer and the Company Secretary and will have such members from Finance, Corporate Secretarial and other Functions as may be determined by the Chief Financial Officer and the Company Secretary. The Steering Committee shall meet periodically to ensure that the actions agreed with the Audit Committee and the Board with respect to Related Party Transactions has been implemented. The Steering Committee shall also ensure that the systems and processes are in place for identification and approval of Related Party Transactions as per this policy.

8. Amendments to the Policy

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The Audit Committee of the Company shall review and may amend this policy from time to time, subject to the approval of the Board of Directors of the Company.

Any or all provisions of this policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications, etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

POLICY ON RELATED PARTY TRANSACTIONS**1. Legal Framework:**

Risk Management is a key aspect of the “Corporate Governance Principles and Code of Conduct” which aims to improve the governance practices across the Company’s activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

In compliance with Clause 49 of the Listing Agreement effective from October 01, 2014, the Company is required to lay down procedure for ‘Risk Assessment’ and ‘Risk Minimization’.

2. Objective of the Policy:

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in identifying, reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management.

3. Constitution of Risk Management Committee:

Risk Management Committee is constituted by the Company consisting of such number of Directors (executive and non-executive) as the Company thinks fit.

4. Principles of Risk Management:

- a) All business decisions will be made with the prior information and acceptance of risk involved.
- b) The Risk Management Policy shall provide for the enhancement and protection of business value from uncertainties and consequent losses.
- c) All employees of the company shall be made aware of risks in their respective domains and their mitigation measures.
- d) The risk mitigation measures adopted by the company shall be effective in the long-term and to the extent possible be embedded in the business processes of the Company.
- e) Risk tolerance levels will be regularly reviewed and decided upon depending on the change in Company’s strategy.
- f) The occurrence, progress and status of all risks will be promptly reported and appropriate actions be taken thereof.

5. Risk Management Policy Statement:

- a) To ensure protection of shareholder value through the establishment of an integrated Risk Management Framework for identifying, assessing, mitigating, monitoring, evaluating and reporting of all risks.
- b) To provide clear and strong basis for informed decision making at all levels of the organization.
- c) To continually strive towards strengthening the Risk Management System through continuous learning and improvement.

6. Scope:

The policy guidelines are devised in the context of the future growth objectives, business profile envisaged and new business endeavors including services that may be necessary to achieve these goals and the emerging global standards and best practices amongst comparable organizations. This policy is meant to ensure continuity of business and protection of interests of the investors.

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This policy applies to all employees of the Company at any level of seniority within the business. The policy also applies to the consultants working on behalf of GVBL.

The GVBL Risk Management Policy and Risk Management Framework have been developed to include the following key categories:

- a) Customer Services
- b) Financial Sensitivity
- c) Business processes and Systems
- d) Strategy Development
- e) Corporate Governance and Compliance

7. Role of the Committee:

The Board will undertake the following actions to ensure that risk is managed appropriately.

The terms of reference, roles and responsibilities of the Committee shall include:

- a) Recommend to the Board and then formally announce, implement and maintain a sound system of risk identification oversight, management and internal control.
- b) To develop and seek Board approval for a range of specific duties that it is to be carried out.
- c) 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
- d) Examine and determine the sufficiency of the Company's internal processes for identifying, reporting and managing key risk areas.
- e) 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.

The Board will periodically review such updates and findings and suggest areas where control and Risk Management practices can be improved.

8. Disclosure in Board's Report:

Board of Directors shall include a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the business of the company.

9. Review:

This policy shall be reviewed at least once every year to ensure it meets the requirements of legislation & the needs of the organization.

VIGIL MECHANISM/WHISTLE BLOWER POLICY**1. PREFACE:**

- (A) The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted the Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.
- (B) Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a vigil mechanism –
- Every listed company;
 - Every other company which accepts deposits from the public;
 - Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crore.

Further, Clause 49 of the Listing Agreement between listed companies and the Indian Stock Exchanges has been recently amended which, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called the ‘Whistleblower Policy’ for directors and employees to report concerns of unethical behavior, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the / Chairman of the Audit Committee of the Company.

2. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- (A) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Indian Stock Exchanges, and relevant provisions as may be applicable.
- (B) **“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- (C) **“Code”** means the Genomic Valley Biotech Limited Code of Conduct.
- (D) **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee and include the auditors of the Company and the police.
- (E) **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- (F) **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- (G) **“Whistleblower”** means an employee or director making a Protected Disclosure under this Policy.

3. SCOPE

- (A) This Policy is an extension of the Code of Conduct. The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- (B) Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.
- (C) Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee, as the case may be.

4. ELIGIBILITY

- (A) All employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company .

5. DISQUALIFICATIONS

- (A) While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- (B) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.
- (C) Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. PROCEDURE

- (A) All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- (B) In respect of all other Protected Disclosures, those concerning employees at the all levels should be addressed to the Chairman of the Audit Committee of the Company.
- (C) The contact details of the Chairman of the Audit Committee are as under:

Name and Address of Chairman –
Mr. Pradeep Gupta (Independent Director-chairman)
6111, DLF Phase IV, Gurgaon, Haryana- 122002
Email- genomicvalley@gmail.com

- (D) If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action appropriate care must be taken to keep the identity of the Whistleblower confidential.

- (E) Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- (F) The Protected Disclosure should be forwarded under a covering letter which may bear the identity of the Whistleblower. The Chairman of the Audit Committee as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- (G) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- (H) The Whistleblower may disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will also be entertained. However it may not be possible to interview the Whistleblowers and grant him/her protection under the policy.

7. INVESTIGATION

- (A) All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then the Board of directors shall nominate a director to play the role of Audit Committee for the purpose of vigil mechanism to which other directors and employees may report their concerns.
- (B) The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- (C) The decision to conduct an investigation taken by Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the Model Whistleblower policy (revised) investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- (D) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- (E) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- (F) Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- (G) Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- (H) Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

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- (I) Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- (J) Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- (K) The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure

8. PROTECTION

- (A) No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.
- (B) A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- (C) The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- (D) Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. INVESTIGATORS

- (A) Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- (B) Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- (C) Investigations will be launched only after a preliminary review which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

10. DECISIONS

If an investigation leads the Chairman of the Audit Committee to Conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

11. REPORTING

The Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

13. AMENDMENTS

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the employees and directors unless the same is notified to the employees and directors in writing.

Independent Directors

Terms and Conditions of Appointment

The Terms and Conditions of appointment of Independent Directors are as under:

1. Independence

The appointment as an Independent Director is in due consideration of declaration of being qualified as INDEPENDENT and appointment is subject to continued status as "Independent" as per the requirement of the Companies Act, 2013 and revised clause 49 of the equity listing agreement with the stock exchange, from time to time.

2. Appointment

Appointment shall be for an initial term not exceeding five years, unless otherwise determined earlier by and at the discretion of either party. Independent Directors are typically expected to serve two terms not exceeding five years each. Appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

3. Roles and Responsibilities

Independent Directors have the same general legal responsibilities to the company as any other Director.

Independent Director of the Company, are required:

- To act in accordance with the Company's Articles of Association.
- To discharge duties with due and reasonable care, skill and diligence.
- Not to achieve or attempt to achieve any undue gain or advantage either to himself or to any related person/ party.
- To act in good faith in order to promote the objects of the Company for the benefit of its members.
- As a whole, and in the best interest of the Company.
- Not to involve in a situation conflicting with the interest of the Company and to put the interests of Company above others.

In addition to the above requirements applicable to all Directors, role of the Independent Directors shall also include duties as prescribed in Schedule IV of Companies Act, 2013.

4. Directors' Remuneration

Directors of the Company are not entitled to sitting fees for attending each meeting of the Board and Committee thereof. The Company shall reimburse all reasonable and properly documented expenses that are incurred by a director in performing the duties for the Company.

5. Confidentiality

During their tenure, Independent Directors of the Company are privy to information that is confidential to the Company. All such information acquired during tenure should not be released to third parties without prior clearance from the Chairperson.

6. Evaluation Process

As members of the Board, their performance as well as the performance of the entire Board and its Committees shall be evaluated annually. Evaluation of each Director shall be done by all the other Directors. The criteria for evaluation shall be determined by the Nomination and Remuneration Committee of the Board and disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee. If, in the interim, there are any matters which cause concern, directors can discuss them with the Chairperson as soon as is appropriate.

7. Governing Law

This appointment is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors (the “Board”) and the senior management of “GENOMIC VALLEY BIOTECH LIMITED” subscribe to the following Code of Conduct adopted by the Board. They would

1. Use due care and diligence in performing their duties of office and in exercising their powers attached to that office;
2. Act honestly and use their powers of office, in good faith and in the best interests of company;
3. Not make improper use of information nor take improper advantage of their position as a Director;
4. Not allow personal interests to conflict with the interests of Company;
5. Recognise that their primary responsibility is to Genomic valley biotech Limited shareholders as a whole but they should (where appropriate) have regard for the interests of all stakeholders of the company;
6. Not engage in conduct likely to bring discredit upon Genomic Valley;
7. Be independent in judgement and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors;
8. Ensure the confidentiality of information they receive whilst being in office of Director and is only disclosed if authorised by the Company or the person from whom the information is provided, or as required by law;

Besides, the Code of Ethics and Business Policies of Genomic Valley apply to Directors holding executive positions and executives in Senior management.

Independent Directors**Terms and Conditions of Appointment**

The Terms and Conditions of appointment of Independent Directors are as under:

1. Independence

The appointment as an Independent Director is in due consideration of declaration of being qualified as INDEPENDENT and appointment is subject to continued status as “Independent” as per the requirement of the Companies Act, 2013 and revised clause 49 of the equity listing agreement with the stock exchange, from time to time.

2. Appointment

Appointment shall be for an initial term not exceeding five years, unless otherwise determined earlier by and at the discretion of either party. Independent Directors are typically expected to serve two terms not exceeding five years each. Appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

3. Roles and Responsibilities

Independent Directors have the same general legal responsibilities to the company as any other Director.

Independent Director of the Company, are required:

- To act in accordance with the Company’s Articles of Association.
- To discharge duties with due and reasonable care, skill and diligence.
- Not to achieve or attempt to achieve any undue gain or advantage either to himself or to any related person/ party.
- To act in good faith in order to promote the objects of the Company for the benefit of its members.
- As a whole, and in the best interest of the Company.

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- Not to involve in a situation conflicting with the interest of the Company and to put the interests of Company above others.

In addition to the above requirements applicable to all Directors, role of the Independent Directors shall also include duties as prescribed in Schedule IV of Companies Act, 2013.

4. Directors' Remuneration

Directors of the Company are not entitled to sitting fees for attending each meeting of the Board and Committee thereof. The Company shall reimburse all reasonable and properly documented expenses that are incurred by a director in performing the duties for the Company.

5. Confidentiality

During their tenure, Independent Directors of the Company are privy to information that is confidential to the Company. All such information acquired during tenure should not be released to third parties without prior clearance from the Chairperson.

6. Evaluation Process

As members of the Board, their performance as well as the performance of the entire Board and its Committees shall be evaluated annually. Evaluation of each Director shall be done by all the other Directors. The criteria for evaluation shall be determined by the Nomination and Remuneration Committee of the Board and disclosed in the Company's Annual Report. However, the actual evaluation process shall remain confidential and shall be a constructive mechanism to improve the effectiveness of the Board / Committee. If, in the interim, there are any matters which cause concern, directors can discuss them with the Chairperson as soon as is appropriate.

7. Governing Law

This appointment is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

ATTENDANCE SLIP

GENOMIC VALLEY BIOTECH LIMITED

Regd. Office: Tehsil Bahadurgarh, Distt. Jhajjar-124507, Haryana

Website: <http://www.genomicvalley.com/>

Email: genomicvalley@gmail.com

Tele:- +91-9312623832 ; 9811341542

CIN: L01122HR1996PLC033029

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
Joint Shareholders may obtain additional Slip on request.

DP.Id*Master Folio No. _____

Client Id* No. of Share(s) held _____

NAME AND ADDRESS OF THE SHAREHOLDER _____

I hereby record my presence at the 21th ANNUAL GENERAL MEETING of the Company to be held on **Wednesday the 30th September , 2015 at 11.00 a.m.** at **Regd. Office: Biotechnology Park, 4 K.M. Stone, BerriCharra Road, P.O. TandaHeri, Tehsil Bahadurgarh, Distt. Jhajjar-124507, Haryana** or at any adjournment thereof.

Signature of the shareholder or proxy

Notes:

A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.

Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)

Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.

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
150904003		

Note: Please read the instructions printed in the Notice dated September 07, 2015 of the Twenty First Annual General Meeting. The voting period starts from 09:00 a.m. (IST) on Saturday, September 26, 2015 and ends at 05:00 p.m. (IST) on Tuesday, September 29, 2015. The voting module shall be disabled by CDSL for voting thereafter.

GENOMIC VALLEY BIOTECH LIMITED
Regd. Office: Tehsil Bahadurgarh, Distt. Jhajjar-124507, Haryana
 Website: <http://www.genomicvalley.com/>
 Email: genomicvalley@gmail.com
 Tele:- +91-9312623832 ; 9811341542
CIN: L01122HR1996PLC033029

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]

Name of the Member(s): _____ Registered address: _____ E-mail ID: _____ Folio No. / DP ID and Client ID: _____
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I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name: _____ E-mail ID: _____
 Address: _____
 Signature: ,or failing him/her

2. Name: _____ E-mail ID: _____
 Address: _____
 Signature: ,or failing him/her

3. Name: _____ E-mail ID: _____
 Address: _____
 Signature: ,or failing him/her

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on , the 30th day of September, 2015 at 11.00 A.M. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resol. No.	Description	For	Against
1.	Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2015		
2.	Re-appointment of Mr. Parul Agrawal as Director		
3.	Ratification of the appointment of M/s.A K Khattar & Associates, Statutory Auditors and to fix their remuneration for the financial year ending 31st March, 2016		
4.	Appointment of Mr. Rajesh Kumar Saxena as an Independent Director of the Company for a term upto five years		
5.	Appointment of Mr. Pradeep Gupta as an Independent Director of the Company for a term upto five years		
6.	Re- Appointment of Mr.Yogesh Agrawal as Managing Director with Remuneration		

Signed this _____ day _____ of 2015.

Signature of Shareholder (s) _____

Affix
Revenue
Stamp

Notes:

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Biotechnology Park, 4 K.M. Stone, BerriCharra Road, P.O. TandaHeri, Tehsil Bahadurgarh, Distt. Jhajjar-124507, Haryana not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

BOOK POST

If undelivered please return to:

**Genomic Valley Biotech Limited
4 K.M. Stone, Berry Charra Road
P.O. Tanda Hari, Teh. Bahadurgarh,
Dist. Jhajjar, Haryana- 124507**