

22nd ANNUAL REPORT

2015-16

GENOMIC VALLEY BIOTECH LIMITED

GENOMIC VALLEY BIOTECH LIMITED
Company Information

BOARD OF DIRECTORS

Mr. Yogesh Agrawal	Managing Director
Mrs. Parul Agrawal	Non – Executive Director
Mr. Rajesh Kumar Saxena	Non – Executive Independent Director
Mr. Pradeep Gupta	Non – Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Lalit Shah

COMPANY SECRETARY AND COMPLAINE OFFICER

Mr. Hitesh Kumar Drolia

BOARD COMMITTEES

AUDIT COMMITTEE

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

STAKE HOLDER RELATIONSHIP COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

RISK MANAGEMENT COMMITTEE

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

BANKER

Kotak Mahindra Bank
State Bank of India

REGISTERED OFFICE

4 K.M. Stone, Berry Charra Road
P.O. Tanda Hari, Teh. Bahadurgarh,
Dist. Jhajjar, Haryana 124507

CONTENTS

Particulars	Page No.
Notice of Annual General Meeting	4-12
Profile of Director	13
Board Report and Management Discussion & Analysis	14-27
Particulars of Employees and Directors	28-29
MGT-9	30-36
Auditor Certificate regarding Compliance of conditions of Corporate Governance	37
Nomination and Remuneration Policy	38-40
Secretarial Audit Report	41-45
Corporate Governance	46-60
Declaration by Managing Director	61
Managing Director & Chief Financial Officer Certification	62
Auditors' Report	63-69
Balance Sheet	70
Profit & Loss Account	71
Cash Flow Statement	72
Notes to Accounts	73-80
Proxy Form	81-82
Attendance Slip	83
Ballot Form	84
Nomination Form	85-86
Route Map & Landmark	87
Book Post	88

GENOMIC VALLEY BIOTECH LIMITED
Regd. Off: 4 KM STONE BERI CHHARA ROAD, TEHSIL-BAHADURGARH
DISTT-JHAJJAR, HARYANA-124507
CIN: L01122HR1996PLC033029
Tele :- +91-9811341542
Email : genomicvalley@gmail.com
Visit : <http://www.genomicvalley.com>

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the members of Genomic Valley Biotech Limited will be held on Thursday, 29th day of September, 2016 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 of the Company for the Financial Year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Parul Agrawal (DIN 01165188) who retires by rotation and eligible offer herself for reappointment.
3. Ratification of the appointment of **M/s. A.K. KHATTAR & Associates, Chartered Accountants, Delhi** (M.NO. 084960) as Statutory Auditors of the Company

“Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), and resolution passed by the members at their 20th Annual General Meeting held on May 31, 2014, the appointment of **M/s. A.K. KHATTAR & Associates, Chartered Accountants, Delhi** (M.NO. 084960), the Statutory Auditors of the Company, who being eligible have offered themselves for ratification of their appointment, be and is hereby ratified by the members of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company and the Board of Directors of the Company on the recommendation of the Audit Committee be and is hereby authorised to fix the remuneration payable to him for such appointment.”

For and on behalf of
Genomic valley Biotech Limited

Yogesh Agrawal
Chairman

DIN-01165288

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

Date: 02.09.2016

Place: Haryana

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
4. A Proxy Form, Attendance Slip, Ballot Form (in lieu of E-Voting at Annual General Meeting) and Route Map is enclosed with the Notice of Annual General Meeting.
5. Corporate Members intending to send their authorized representatives under Section 113 of the Act, are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting, together with duly certified signatures of such representatives.
6. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
8. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 23th September 2016 to 29th September 2016 both days inclusive.
9. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in

the prescribed Form duly filled in to Beetal Financial & Computer Services Private Limited (RTA) having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062.

10. Members are requested to:
 - a. Intimate to the Company's Registrar and Transfer Agents, Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;
 - b. Intimate to the respective Depository Participant, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in electronic/dematerialised form;
 - c. Quote their folio numbers/Client ID and DP ID in all correspondence;
 - d. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
11. Pursuant to sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the 22nd Annual General Meeting (AGM) and the Annual Report for the year 2015-16, etc., would be sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company/ Depository Participant and who have not opted to receive the same in physical form.
12. For Members who have not registered their e-mail addresses, physical copies of the Annual Report for the year 2015-16 and the Notice of the 22nd AGM would be sent in the permitted mode.
13. Members are requested to support the Green Initiative by registering / updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062. (in case of Shares held in physical form).
14. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for financial year 2015-16 will also be available on the Company's website at [www.http://genomicvalley.com/investorrelationpage.htm](http://genomicvalley.com/investorrelationpage.htm) and also on the website of the RTA, Beetal Financial & Computer Services Private Limited at <http://beetalfinancial.com> . Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a

request to the Company for the same. For any communication, the shareholders may also send requests to the Company's email id. : genomicvalley@gmail.com

15. Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Sunday from 10.00 A.M. to 6.00 P.M., up to and including the date of the Annual General Meeting of the Company.
16. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
17. Appointment of Director and Shareholding in the Company:

Mrs. Parul Agrawal holds 283700 Equity Shares of Rs.10 each fully paid up in the Company. Brief resume, details of shareholdings, and director inter-se relationship of the director seeking reappointment as required is provided as Annexure to this notice.

18. Members/Proxies/Representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

19. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
20. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

21. E-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administrations) Rules, 2014, the Company is pleased to provide to Members with a facility to exercise their right to vote at the 22nd Annual General Meeting by electronic means and the

business may be transacted through Electronic Voting (e-voting) services provided by Central Depository Services Limited (CDSL).

The Company has appointed Mr. Govind Khandelwal of M/s JKI & Associates, Practicing Company Secretaries Firm, New Delhi as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 22nd September, 2016 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a ballot paper is annexed. A member desiring to exercise vote by ballot paper shall complete the enclosed ballot paper with assent (for) or dissent (against) and send it to Registered office of the Company so as to reach us on or before 28th September, 2016 by 5.00 P.M. Any ballot paper received after the said date and time shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e., either by ballot paper or through e-voting. If members are opting for e-voting then do not vote by ballot paper or vice versa. However, in case of Members casting their vote both by ballot paper and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

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

- a. The e-voting period begins on September 26, 2016 at 9.00 a.m. and ends on September 28, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on the link "Shareholders/Members".
- e. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field which is printed on Ballot Paper / Attendance Slip indicated in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

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

- l. Click on the EVSN for the relevant GENOMIC VALLEY BIOTECH LIMITED on which you choose to vote.
- m. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- t. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday 22nd September, 2016 may follow the same instructions as mentioned above for e-Voting.
- v. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- 21.2 In case a Member receives physical copy of the Annual General Meeting Notice by post (for members whose email Ids are not registered with the Company/Depository Participant(s)):
- a. User ID and initial password are provided overleaf.
 - b. Please follow all steps from Note 21.1 above to cast your vote.
- 21.3 Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- 21.4 In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the ‘downloads’ section of www.evoting.india.com.
- 21.5 The facility for ballot / polling paper shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by e-voting/ ballot paper shall be able to vote at the AGM through ballot / polling paper.
- 21.6 The members who have cast their vote by e-voting may also attend AGM, but shall not be entitled to cast their vote again.
- 21.7 The voting rights of the Members for e-voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on the cut-off date i.e. 22nd September, 2016.

21.8 Persons, whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22nd September, 2016 only shall be entitled to avail the facility of e-voting / physical voting.

21.9 The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers Report of the total votes cast in favour of or against, if any, not later than two (3) days after the conclusion of the AGM to the Chairman of the Company.

The Chairman or any other director authorized by him, shall declare the result if the voting forthwith.

22. The results on resolutions shall be declared forthwith after getting the report of Scrutinizer and the resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.

23. The Results declared along with the Consolidated Scrutinizer's Report(s) will be available on the website of the Company (www.genomicvalley.com) and on website of CDSL. The results shall simultaneously be communicated to Stock Exchanges.

24. 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,
Paschim Vihar, Delhi- 110063

Date: 02.09.2016

Place: Haryana

Annexure to Notice of Annual General Meeting
PROFILE OF DIRECTORS SEEKING REAPPOINTMENT

Item No. 2 of the Notice of Annual General Meeting

Mrs. Parul Agrawal, Director :

DIN : 01165188
Date of Birth : 01/11/1970

Profile:

Mrs. Parul Agrawal aged about 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.

Experience:

She has vast experience of 25 years in the field of plant Tissue Culture and floriculture.

Other Directorships:

S.No	Name of the Company	Status
1.	Eyoge Technologies Private Limited	Director

Membership in Committees of Genomic Valley Biotech Limited:

Sl. No	Name of the Committee	Status
1.	Audit Committee	Member
2.	Nomination and Remuneration Committee	Member
3.	Stake holder Relationship Committee	Member
4.	Risk Management Committee	Member

Shareholding: Mrs. Parul Agrawal holds 2,83,700 Equity Shares of Rs.10 each fully paid-up in the Company

Directors' inter-se relationship:

Sr. No.	Name of Director	Designation	Relation with Directors
1.	Mrs. Parul Agrawal	Director	1. Wife of Mr. Yogesh Agrawal

**BOARD REPORT
AND
MANAGEMENT DISCUSSION AND ANALYSIS**

To,
The Members,

Your Directors have pleasure in presenting their 22nd Board Report on the business and operations of the Company along with Audited Financial Statements for the Financial Year ended March 31, 2016.

FINANCIAL RESULTS

The company performance for the financial year ended on March 31st, 2016 is summarized below:

In Rs.

Particulars	2015-16	2014-15
Revenue from Operations	10,90,205.00	3,03,675.19
Other Income	16,49,603.73	7,27,569.50
Total Revenue	27,39,808.73	1,03,12,44.69
Total Expenses	61,88,233.88	11,40,417.94
Profit before Tax	(34,48,425.15)	(1,09,173.25)
Tax Expenses	(1,00,599.48)	(24,878.59)
Profit After Tax for the year	(33,47,825.67)	(84,294.66)
Paid up Capital	30,54,500.00	30,54,500.00

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

In the Financial Year 2016-2017, the company is witnessing sustained commercial production from its 2 x 1500 sq. metre Naturally Ventilated Polyhouse and a Net House of 500 sq. metre.

The Company is extensively involved in Commercial Greenhouse/Polyhouse Cultivation of crops over the year and market the produce profitably. It keeps on changing the crop mix from time to time to meet the seasonal and market demand. Also it is involved in commercial floriculture activities with flowers like Gerbera, Chrysanthemum and others.

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

In this present financial year the company has developed fully equipped Greenhouse /Poly-house erection team which undertake contracts for its clients for erecting greenhouses/ polyhouses at their sites and provide turnkey consultancy and support to the client so that they can get profit out of their investment. The company is also committed to buy back the produce of the greenhouses/polyhouses at a Minimum Assured Price if the grower wish to sell his produce to the company thus ensuring an assured minimum profit to him.

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

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

DIVIDEND

Your Director has not recommended a dividend for the financial year because company is having losses in the financial year 2015-16. The company expects growth in coming years.

RESERVES

The company is having loss in financial year 2015-16. Therefore no amount was transferred into reserve account.

MATERIAL CHANGES AND COMMITMENTS

There is no material changes and commitments effecting the financial position of the company which have occurred during the financial year 2015-16 of the company to which the financial statement relates to the date of this report.

NUMBER OF MEETINGS OF THE BOARD

Eight (8) meetings of the Board of Directors of the Company were held during the year. For details of the meetings, please refer to the Corporate Governance Report, which forms part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm that:

- (a) In the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) we have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- (c) we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) we have prepared the annual accounts on a going concern' basis;
- (e) we have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS

To avoid duplication between the Board Report and the Management Discussion and Analysis, we present below a composite summary of performance of the various businesses and functions of the Company.

Economy and Markets

We expect the global economy to grow 3.4% during 2016-2017 versus an estimated 3.1% this year. This is roughly consensus. Beneath this dull headline hides significant differences for the larger regions. The US & Europe appear set for modestly stronger growth; whereas Asia, led by China, appears headed for weaker growth. The big difference between these regions is the degree to which private sector balance sheets have deleveraged. Deleveraging is a necessary condition for credit cycles to accelerate and lift domestic demand. The US

has deleveraged the most since the global crisis, Europe less so, and China not at all. Hence, domestic demand in the latter slows and improves in the former. Finally, this scenario should allow global trade to improve a bit over 2015, but we expect it to remain weak relative to pre-crisis trends and to global manufacturing capacity.

Industry Structure and Development

GREENHOUSE CULTIVATION

The yield under poly house cultivation can be achieved to the level of 5-8 times as compared to the open crop cultivation. Various trials conducted at agro research centers in northern India indicates that capsicum (planted in mid-September), cucumber (planting –mid October) and tomato (November planting) under poly house produced 1060kg, 1460 kg and 1530 kg per 100 square meter. The duration of these crops were 4- 9 months and more than 90% of total yield were obtained during off-season (during winter before the start of summer) which fetches significantly higher market price (2-4 times than normal season). Further, the crop duration can be extended up to the July –August with the application of micro irrigation and fertigation and yield can be achieved to the level of 20-25 kg/m². Therefore, it is possible to harvest a single crop round year with minimum additional inputs and higher income can be generated. Further Cut Flowers like Carnations, Gerbera, Lilly, Rose, orchids, antherium etc. can be grown under polyhouses/ net houses giving high returns and top quality produce. The potential of floriculture under protected cultivation is huge for Indian and global markets.

The cost of construction of poly house depends on location of site, size and shape of poly house, poly house structure (wooden or GI/ Steel) and types of poly house (naturally ventilated or environmental controlled). The cost of bigger naturally ventilated poly house (1000 m²) ranges from Rs.800 to 900 per square meter whereas the environmental controlled poly houses require 2 to 3 times investments over previous one depending on the automation gadgets installed. The per unit area construction cost of smaller size poly houses are more as compared to larger poly house. Similarly the cost of cultivation in larger poly house is significantly lower than smaller poly house.

It is possible to get back the investment on poly house within a period of 3 to 5 years period. If an entrepreneur /cultivator goes for poly house for nursery production of high yielding vegetable plants in an area where large scale vegetable cultivation is done, in such condition he can get back his investment within 2-3 years by providing quality planting materials to vegetable or flower growers.

PLANT TISSUE CULTURE INDUSTRY GROWTH

The growth of Biotechnology industry as per Transparency Market Research is estimated to observe substantial growth during 2010 and 2017 as investments from around the world are anticipated to rise, especially from emerging economical regions of the world. The report states that the global market for biotechnology, studied according to its application areas, shall grow at an average annual growth rate of CAGR 11.6% from 2012 to 2017 and reach a value worth USD 414.5 billion by the end of 2017. This market was valued approximately USD 216.5 billion in 2011. The market of bio agriculture, combined with that of bio seeds, is projected to reach a value worth USD 27.46 billion by 2018. The field of biopharmaceuticals dominated the global biotechnology market and accounted for 60% shares of it in the year 2011. Many biotechnological industries flourished by the technological advancements leading to new discoveries and rising demands from the pharmaceutical and agricultural sectors.

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

The company has set up an in-house Plant Tissue Culture Laboratory for doing research in the field of plant tissue culture and also to take such researches through steps to commercial levels.

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

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

Agriculture

- Crop Biotechnology
- Biofertilizers
- Biopesticides and Crop Management
- Plant Biotechnology

Plant Tissue Culture Micopropogation

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

Medical Biotechnology

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

OUTLOOK

The global economic climate continues to be volatile, uncertain and prone to geo-political risks. The marked slowdown in global markets is expected to continue in 2016. The divergence in developed market growths is expected to add to the volatility in the currency markets.

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

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

Environment, safety, Health and Energy Conservation

Your Company has a vision of being a 'Zero Injury' organisation. The Compass, your Company's strategic framework, integrates Safety as a non-negotiable value. Over the past years, your Company has not reported and injuries across its operations.

This has been achieved through a combination of training and hardware upgradation leveraging core technology concepts and safety standards from the Company. Sustainability is deeply rooted in all the operations of your Company ranging from sourcing to Production and logistics. Your Company's aim is to achieve significant reduction in environmental impact of operations.

Your Company has used various majors for conservation of energy. Several efforts has been conferred by your Company in the spheres of Safety, Environment and Sustainability.

Human Resources

Your Company's Human Resource agenda remained focused on reinforcing the key thrust areas; being the employer of choice on campus, building an inclusive culture and a strong talent pipeline, institutionalizing mission critical capabilities in the organisation, driving greater employee engagement and continuing to focus on progressive employee relation policies.

Your Company has developing future leaders and having the best people practices. The Company continued to build on the Diversity and Inclusion agenda.

Keeping in view of its "Research Program Outsourcing (RPO)" philosophy, the company is working on to create "Pool of Scientists". This pool is created in the following two ways:

- By in-house training, through the Study Programs conducted at our Registered Office.
- Through contact program in which our team contacts the premier Biotech Institute in India and internationally to make a "Brain Pool" by inducting the cream talents in the field.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as Annexure A (1) to this Report.

Details of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as Annexure A (2) to this Report and are available at the Registered Office of the Company during working hours before 21 days of the Annual General Meeting and shall be made available to any shareholder on request.

Risks and concerns

There is a rich public debate about how the potential risks associated with biotechnology methods and 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.

Financial Performance with respect to Operational Performance

FINANCIAL RESULTS

The company performance for the financial year ended on March 31st, 2016 is summarized below:

In Rs.

Particulars	2015-16	2014-15
Revenue from Operations	10,90,205.00	3,03,675.19
Other Income	16,49,603.73	7,27,569.50
Total Revenue	27,39,808.73	1,03,12,44.69
Total Expenses	61,88,233.88	11,40,417.94
Profit before Tax	(34,48,425.15)	(1,09,173.25)
Tax Expenses	(1,00,599.48)	(24,878.59)
Profit After Tax for the year	(33,47,825.67)	(84,294.66)
Paid up Capital	30,54,500.00	30,54,500.00

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

In the Financial Year 2016-2017, the company is witnessing sustained commercial production from its 2 x 1500 sq. metre Naturally Ventilated Polyhouse and a Net House of 500 sq. metre.

The Company is extensively involved in Commercial Greenhouse/Polyhouse Cultivation of crops over the year and market the produce profitably. It keeps on changing the crop mix from time to time to meet the seasonal and market demand. Also it is involved in commercial floriculture activities with flowers like Gerbera, Chrysanthemum and others.

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

In this present financial year the company has developed fully equipped Greenhouse /Poly-house erection team which undertake contracts for its clients for erecting greenhouses/ polyhouses at their sites and provide turnkey consultancy and support to the client so that they can get profit out of their investment. The company is also committed to buy back the produce of the greenhouses/polyhouses at a Minimum Assured Price if the grower wish to sell his produce to the company thus ensuring an assured minimum profit to him.

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

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

Cautionary Statement

Certain statements in the above section may be forward looking and be based on expectations/ projections about the future. Company's actual results, performance could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any of such forward looking statements on the basis of subsequent developments, information or events.

LEGAL GOVERNANCE AND BRAND PROTECTION

Corporate Governance

Your Company is renowned for exemplary governance standards since inception and continues to lay a strong emphasis on transparency, accountability and integrity.

The new Companies Act, 2013 and Equity Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law and had proactively adopted many provisions of the new law, ahead of time. Your Company is committed to embrace the new law in letter and spirit. In line with the requirements of new law, your Company has constituted new Board Committees. Your Company has in place all the statutory Committees required under the law. Details of Board Committees along with their terms of reference, composition and meetings of the Board and Board Committees held during the year, are provided in the Corporate Governance Report.

During the year, your Company has adopted new policies under SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in line with new governance requirements. These policies are available on the website of the Company at www.genomicvalley.com the Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

During the year, Secretarial Audit was carried out by M/s JKI & Associates., a Practicing Company Secretaries Firm, Secretarial Auditor of the Company for the financial year 2015-16. There was no qualification, reservation or adverse remarks given by Secretarial Auditors of the Company. The detailed report on the 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 B to this Report.

A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Equity Listing Agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange(s) and annexed as Annexure C to this Report.

A Certificate of the Managing Director and CFO of the Company in terms of Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the Equity 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/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at www.genomicvalley.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. Transactions with related parties as per AS – 18 have been disclosed in the notes forming part of Financial Statements. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and Equity Listing Agreement/ SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

Corporate social Responsibility (CSR)

The Corporate Social Responsibility and Governance Committee (CSR & G Committee) has not been formulated because this provision is not applicable according to section 135 of the companies Act 2013.

Risk Management

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

(a) 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.

Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2015-16, the Company has not received any complaints on sexual harassment and also, no complaint is pending on sexual harassment.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

A. CONSERVATION OF ENERGY

- i. The Company ensures that all possible measures are taken to conserve energy including identification of potential areas of saving energy, installation of energy efficient equipments.
- ii. **Steps taken by the Company for utilizing alternate sources of energy:**
Company has used various majors for conservation of energy.
- iii. Capital investment on energy conservation equipments: NIL

B. TECHNOLOGY ABSORPTION

i. Efforts made towards technology absorption:

The company has set up an in-house Plant Tissue Culture Laboratory for doing research in the field of plant tissue culture and also to take such researches through steps to commercial levels.

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

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

Agriculture

- Crop Biotechnology
- Biofertilizers
- Biopesticides and Crop Management
- Plant Biotechnology

Plant Tissue Culture Micropogation

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

Medical Biotechnology

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

ii. **Benefits derived:**

The Company is extensively involved in Commercial Greenhouse/Polyhouse Cultivation of crops over the year and market the produce profitably. It keeps on changing the crop mix from time to time to meet the seasonal and market demand. Also it is involved in commercial floriculture activities with flowers like Gerbera, Chrysanthemum and others.

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

iii. **Imported technology:**

a. Detail of Technology

The company has developed fully equipped Greenhouse /Poly-house erection team which undertake contracts for its clients for erecting greenhouses/polyhouses at their sites and provide turnkey consultancy and support to the client so that they can get profit out of their investment. The company is also committed to buy back the produce of the greenhouses/polyhouses at a Minimum Assured Price if the grower wish to sell his produce to the company thus ensuring a assured minimum profit to it.

b. The above technology is imported during the year 2015-16.

c. This technology is fully absorbed.

iv. The expenditure incurred on Research and Development is Rs Nil.

C. FOREIGN EXCHANGE EARNING AND OUTGO

i. **The Company has not earned any foreign exchange during the year under review.**

ii. **The Company has not incurred any foreign exchange outgo during the year under review.**

Deposit from Public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

Names of the Companies which have become or ceased to be Company's Subsidiaries, Joint Ventures or Associate Companies during the year

During the year, there is no such company which has become or ceased to be Company's subsidiary, joint venture or associate company under review.

Significant and Material Orders

During the year under review, there are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

Change in Nature of Business

During the year there is no change in nature of business of the Company under review.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness was observed.

Code of Conduct for Directors and Senior Management

In compliance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has formulated Code of Conduct for the Board members and senior management personnel of the Company so that the Company's business is conducted in an efficient and transparent manner without having any conflict of personal interests with the interests of the Company. All the members of the Board and senior management personnel have affirmed compliance with the Code of Conduct.

Declaration by the CEO/Managing Director

It is hereby declared that the Company has obtained from each individual member of the Board of Directors and the Senior Management confirming that none of them has violated the conditions of the said Code of Conduct.

RELATIONSHIP BETWEEN DIRECTORS INTER-SE

Directors are related to each other within the meaning of the term "relative" as per Section 2(77) of the Act and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015. Details given in Corporate Governance Report forming part of this report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the Company has not made any loans or, guarantee, or provided any security or made any investments pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Rules made thereunder.

ACCOUNTING TREATMENT

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

VIGIL MECHANISM

The Company has established a vigil mechanism for adequate safeguards against victimization of directors and employees of the Company For details, please refer to the Corporate Governance Report attached to the Annual Report.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs. Parul Agrawal Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered herself for re-appointment. During the year under review, the members approved the appointments of Mr. Pradeep Gupta and Mr. Rajesh Kumar Saxena as an Independent Director in the Annual General Meeting held on 30th September, 2015. Mr. Rohit Batham, Company Secretary and Compliance Officer of the company has resigned from the Company with effect from 06th February, 2016. Ms. Alka Dabas has been appointed as Company Secretary and Compliance officer of the Company with effect from 29th April, 2016. She also resigned from the Company with effect from 17th July, 2016. After that Mr. Hitesh Kumar Drolia was appointed as Company Secretary and Compliance Officer of the Company with effect from 04th August, 2016 and he is continuing with the Company.

The Company has received declarations from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement read with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

On the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

A separate meeting of the independent directors ("Annual ID meeting") was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman. After convening the Annual ID meeting, the collective feedback of each of the Independent Directors was discussed by the Chairman of the NRC with the Board's Chairman covering performance of the Board as a whole; performance of the non-independent directors and performance of the Board Chairman.

The details of Policy for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: www.genomicvalley.com.

The following policies has been adopted by the Company which are put up on the website of the Company at the link: www.genomicvalley.com:

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

Nomination and Remuneration Policy

The Company has adopted the policy and procedures with regard to Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management consistent with the provisions of the Companies Act, 2013 and the Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The key objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of directors, KMP and senior management.

- b) Formulate the criteria for determining qualifications, positive attributes, and independence of a director and recommend the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- c) Formulation of criteria for evaluation of Independent Directors and the Board.
- d) To evaluate the performance of the members of the Board and provide necessary report to the Board.
- e) To recommend to the Board remuneration payable to the directors, key managerial personnel and senior management.
- f) To retain, motivate and promote talent of directors, managerial personnel required to run the Company successfully.
- g) To assist the Board in fulfilling responsibilities.
- h) To implement and monitor policies and processes regarding principles of corporate governance.

The policy to regulate the Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management is available on the website of the Company www.genomicvalley.com and annexed as Annexure D to this Report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditor

The appointment of M/s. A K khattar & Associates, Chartered Accountant as Statutory Auditors of the Company was ratified at the last Annual General Meeting held on 30th September, 2015 who was appointed as statutory auditors of the Company in the Annual General Meeting held on 31st May, 2014 for five years subject to ratification for four consecutive Annual General Meeting held after Annual General Meeting held on 31st May, 2014.

In compliance with the provisions of Section 139, 141 and 142 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and pursuant to the Shareholder's approval obtained at their ensuing Annual General Meeting, the appointment of **M/s. A K khattar & Associates**, Chartered Accountant is required to be ratified by the shareholders to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any observation, qualification, reservation or adverse remark.

Internal Auditor

The Board has appointed **M/S ANDROS & CO. (Reg. No.008976N)**, Chartered Accountants, to conduct Internal Audit for the financial year 2015-16.

Secretarial Auditor

The Board has appointed M/s JKI & Associates, a Practicing Company Secretaries Firm, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed as Annexure E to this Report. The Secretarial Audit Report does not contain any observation, qualification, reservation or adverse remark.

CAUTIONARY STATEMENT

Statements in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

APPRECIATIONS AND ACKNOWLEDGMENTS

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain as industry leaders.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, redistribution stockiest, retailers, business partners and others associated with the Company as its trading partners. Your Company looks

upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company's Endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

For and on behalf of
Genomic valley Biotech Limited

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

Parul Agrawal
Director
DIN-01165188
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

Date: 02.09.2016
Place: Haryana

Annexure A to the Board Report

1. Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 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 2015-16 (In Rs.)	% Increase in Remuneration in the Financial year 2015-16	Ratio of remuneration of each Director/to median remuneration of Employees
1.	Mr. Yogesh Agrawal (Chairman and Managing Director)	NIL	NIL	NIL
2.	Mr. Rohit Batham (Company Secretary & Compliance officer)*	230000/-	NIL	Not Applicable
3.	Mr. Rajesh Kumar Jha	240000/-	NIL	Not Applicable

- Mr. Rohit Batham has resigned from the Company w.e.f. 06.02.2016.

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 235000/-
 (iii) The percentage increase in the median remuneration of employees in the financial year 2015-16 is Nil.
 (iv) There were 5 permanent employees on the rolls of Company as on March 31, 2016;
 (v) It is hereby affirmed that the no remuneration paid to the Directors.

2. Statement of Disclosure of employee remuneration as required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i. Detail of Top ten employee in terms of remuneration drawn:

S.No.	Particulars	Name of the Top Ten Employees									
		1	2	3	4	5	6	7	8	9	10
	Name of the Top Ten Employees	Rajesh Kumar Jha	Sanjoy Gupta	Lalit Shah	Ashish	Sikandar Rathi	NA	NA	NA	NA	NA
1	Designation	Chief Financial Officer	General Manager(Policy Planning & Procurement)	General Manager (Agriculture Planning)	Liasoning Officer	Agriculture Supervisor	NA	NA	NA	NA	NA
2	Remuneration received	240000	143000	60000	108000	144000	NA	NA	NA	NA	NA
3	Nature of employment	Payroll	Payroll	Payroll	Payroll	Payroll	NA	NA	NA	NA	NA
4	Qualification & Experience	B.Com, CA (Inter)	M.Sc. Chemistry from D.U.	B. (Sc)	Intermediate	Matriculation	NA	NA	NA	NA	NA
5	Date of Commencement of employment	07.12.2014	01.04.2015	01.01.2016	01.04.2015	01.04.2015	NA	NA	NA	NA	NA
6	Age	27	53	45	36	32	NA	NA	NA	NA	NA
7	Last Employment	Andros & Co., Chartered	Shreeram Industrial Enterprises Ltd	Self Employed	Self Employed	Agriculture Worker	NA	NA	NA	NA	NA

		Accountant									
8	Percentage of Equity shares held	NIL	0.03	NIL	NIL	0.001	NA	NA	NA	NA	NA
9	Relationship with any director or manager and name of the such director	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

- Mr. Rohit Batham, Company Secretary has resigned from the Company w.e.f. 06.02.2016 and has already been mentioned in KMP.

- ii. Employee in the Company in receipt of remuneration aggregating more than Rs.1,02,00,000 per annum being employed throughout the financial year and Rs.8,50,000 or more per month being employed for part of the year: NIL
- iii. Employees in the Company who employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NIL

For and on behalf of
Genomic valley Biotech Limited

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

Parul Agrawal
Director
DIN-01165188
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

Date: 02.09.2016
Place: Haryana

Annexure B to the Board Report

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31st March, 2016

(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	FLORICULTURE 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)**

S. No.	Name and Address of the Company	CIN/ GNL	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	NA	NA	NA	NA	NA

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

CATEGORY Code	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2015				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2016				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	384600	1577100	1961700	64.22	1961700	0	196170	64.22	0
(b)	Central Government/State Government(s)	0	0	0	0	0	0	0	0	0

(c)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(d)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
(e)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total A(1)	384600	1577100	1961700	64.22	1961700	0	196170	64.22	0
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(e)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total A(2)	0	0	0	0	0	0	0	0	0
	Total A=A(1)+A(2)	384600	1577100	1961700	64.22	1961700	0	196170	64.22	0
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	0	0	0	0	0	0	0	0	0
(b)	Financial Institutions /Banks	0	0	0	0	0	0	0	0	0
(c)	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(i)	Others	0	0	0	0	0	0	0	0	0
	Sub-Total B(1)	0	0	0	0	0	0	0	0	0
										0
(2)	NON- INSTITUTIONS									0
(a)	Bodies Corporate	0	250000	250000	8.19	0	250000	250000	8.19	0
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	0	285300	285300	9.34	0	230300	230300	7.54	1.80

	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	0	557500	557500	18.25	0	612500	612500	20.05	1.80
(c)	Others									
	CLEARING MEMBERS	0	0	0	0	0	0	0	0	0
	NON RESIDENT INDIANS	0	0	0	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
	Sub-Total B(2) :	0	1092800	1092800	35.78	0	1092800	1092800	35.78	0
	Total B=B(1)+B(2) :	0	1092800	1092800	35.78	0	1092800	1092800	35.78	0
	Total (A+B) :	384600	2669900	3054500	100	1961700	1092800	3054500	100	0
(C)	Shares held by custodians, against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A+B+C) :	384600	2669900	3054500	100	1961700	1092800	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. Parul Agrawal	283700	9.29	0	283700	9.29	0	0
	TOTAL	1961700	64.22	0	1961700	64.22	0	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 2016: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	M/s Geep Industrial Syndicate Ltd				
	At the beginning of the year	2,50,000	8.19	2,50,000	8.19
	Bought during the year	NIL	NIL	NIL	NIL
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	2,50,000	8.19	2,50,000	8.19
2.	Deepti Aggarwal				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	56,000	1.83	56,000	1.83
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	56,000	1.83	56,000	1.83
3.	Anuj Bansal				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	56,000	1.83	56,000	1.83
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	56,000	1.83	56,000	1.83
4.	Ramesh Kumar Bansal				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	56,000	1.83	56,000	1.83
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	56,000	1.83	56,000	1.83
5.	Amar Aggarwal				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	56,000	1.83	56,000	1.83
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	56,000	1.83	56,000	1.83
6.	Saroj Bansal				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	56,000	1.83	56,000	1.83
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	56,000	1.83	56,000	1.83
7.	Lala Ram				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	56,000	1.83	56,000	1.83
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	56,000	1.83	56,000	1.83
8.	Krishna Kumar Bansal				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	56,000	1.83	56,000	1.83
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	56,000	1.83	56,000	1.83

9.	Dr. Vijayshri				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	56,000	1.83	56,000	1.83
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	56,000	1.83	56,000	1.83
10.	Koutilya Bansal				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Bought during the year	55,000	1.80	55,000	1.80
	Sold during the year	NIL	NIL	NIL	NIL
	At the end of the year	55,000	1.80	55,000	1.80

E) Shareholding of Directors and Key Managerial Personnel as on 31st March 2016:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Date	Increase/Decrease in share holding	Reason	Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Yogesh Agrawal	16,78,000	54.93	NA	NA	NA	16,78,000	54.93
2.	ParulAgrawal	2,83,700	9.29	NA	NA	NA	2,83,700	9.29
3.	Rajesh Kumar Saxena	NIL	NIL	NA	NA	NA	NIL	NIL
4.	Pradeep Gupta	NIL	NIL	NA	NA	NA	NIL	NIL
5.	Rajesh Kumar Jha (CFO)	NIL	NIL	NA	NA	NA	NIL	NIL

V) INDEBTEDNESS -Indebtedness of the Company including Service charge outstanding/accrued but not due for payment as on 31st March 2016
(In Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	75,00,000	NIL	75,00,000
ii) Service charge due but not paid	NIL	60,55,069	NIL	60,55,069
iii) service charge accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	1,35,55,069	NIL	1,35,55,069
Change in Indebtedness during the financial year				
* Addition (Service charge)	NIL	3,00,000	NIL	3,00,000
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	3,00,000	NIL	3,00,000
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	75,00,000	NIL	75,00,000
ii) Interest due but not paid	NIL	63,55,069	NIL	63,55,069
iii) Interest accrued but not due	NIL	NIL	NIL	Nil
Total (i+ii+iii)	NIL	1,38,55,069	NIL	1,38,55,069

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Yogesh Agrawal	
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

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	Rohit Batham (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.	230000	240000	470000
	(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.	230000	240000	470000

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
Managing Director
DIN-01165288
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

Parul Agrawal
Director
DIN-01165188
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

Date: 02.09.2016
Place: Haryana

Annexure C to the Board Report



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
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, 2016, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AK KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANT

AK KHATTAR
(PROPRIETOR)
M.NO. 084960

Date: 02.09.2016
Place: New Delhi

Annexure D to the Board Report

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION:

The Board of Directors (the “**Board**”) of Genomic valley Biotech Limited (the “**Company** or “**GVBL**”) has adopted the following policy and procedures with regard to Nomination and Remuneration.

In terms of the provisions of the Companies Act, 2013 and SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee (“**NRC**”) and approved by the Board of Directors of the Company.

2. CONSTITUTION OF COMMITTEE:

The Board of Directors of the Company (the Board) constituted the Committee known as Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one half are independent directors. The chairman of the Committee is an Independent Director. However, Chairperson of the Board (executive or non executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

3. OBJECTIVE:

The Nomination and Remuneration Committee and this policy shall be compliance in with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015.

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The key objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of directors, KMP and senior management.
- b) Formulate the criteria for determining qualifications, positive attributes, and independence of a director and recommend the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- c) Formulation of criteria for evaluation of Independent Directors and the Board.
- d) To evaluate the performance of the members of the Board and provide necessary report to the Board.
- e) To recommend to the Board remuneration payable to the directors, key managerial personnel and senior management.
- f) To retain, motivate and promote talent of directors, managerial personnel required to run the Company successfully.
- g) To assist the Board in fulfilling responsibilities.
- h) To implement and monitor policies and processes regarding principles of corporate governance.

4. APPLICABILITY:

- a) Directors (Executive and Non-Executive)
- b) Key Managerial Personnel (KMP)
- c) Senior Management

5. DEFINITIONS:

“**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“**Board**” means Board of Directors of the Company.

“**Directors**” means Directors of the Company.

“**Key Managerial Personnel**” means

- a) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole Time Director;
- b) Chief Financial Officer;
- c) Company Secretary; and
- d) such other officer as may be prescribed.

“Senior Management” means the personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined under the Companies Act, 2013 as may be amended from time to time.

6. POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT:

I. APPOINTMENT CRITERIA AND QUALIFICATION:

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or Key Managerial Personnel or Senior Management and recommend to the Board for his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any director as Whole Time Director who has attained the age of seventy years. Provided that the term of a person holding such office may be extended beyond the age of 70 years with the approval of the shareholders by passing a special resolution. The explanatory statement to be annexed to the notice for passing of such special resolution should indicate the justification for extension of appointment of such person beyond seventy years.

II. TERM / TENURE:

a) Managing Director / Whole Time Director:

The Company shall appoint or re-appoint any person as its Managing Director / Whole Time Director for a term not exceeding five years at a time.

b) Independent Director:

An Independent Director hold office for a term upto five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-Time Director of a listed company or such other number as may be prescribed in the Act.

III. EVALUATION:

The Committee shall carry out evaluation of performance of every director, key managerial personnel and senior management at annual intervals.

IV. REMOVAL:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules or regulations there under, the Committee may recommend, to the Board with reasons recorded in writing , removal of a Director, Key Managerial Personnel and/or Senior Management Personnel subject to the provisions of the Act, rules and regulations of the said Act.

V. RETIREMENT:

The Director, Key Managerial Personnel and Senior Management Personnel shall retire as per the applicable provisions of the Act. The Board may have the discretion to retain a Director, Key Managerial Personnel and/or Senior Management Personnel in the same position remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company.

7. POLICY FOR REMUNERATION TO DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:

A. Remuneration to Managing/Whole-time/Executive/Managing Director, Key Managerial Personnel and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per the provisions of the Companies Act, 2013 and the rules made there under or any other enactment for the time being in force.

B. Remuneration to Independent Directors:

The Non-Executive Independent Director may receive sitting fees subject to ceiling / limits as provided under the Companies Act, 2013 and rules made there under of any other enactment for the time being in force.

C. Roles and Responsibility in relation to Nomination Matters:

- a) Ensure that there is appropriate induction/policy in place for new Directors and members for senior management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the guidelines provided under the Act;
- c) Identifying and determining the Directors who are to retire by rotation.
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Evaluating the performance of the Board Members and Senior Management in the context of the Company's performance from compliance and business perspective;
- f) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the termination or suspension of service of an Executive Director as employee of the Company subject to the provision of the law.
- g) Recommend any necessary changes to the Board.
- h) Considering any other matters, as may be requested by the Board.

D. In Relation to Remuneration Matters:

The duties of the Committee in relation to remuneration matters include:-

- a) Considering and determining the Remuneration Policy, based on the performance and also Bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) Approving the remuneration of the Senior Management including key managerial personnel of the Company, and maintain a balance between objectives appropriate to the working of the Company.
- c) Delegating any of its powers to one or more of its members or the Secretary of the Committee.
- d) Considering any other matters as may be requested by the Board.

8. REVIEW AND AMENDMENT

- a) The Committee or the Board may review the Policy as and when it deems necessary.
- b) The Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementations to this Policy, if it thinks necessary.
- c) This Policy may be amended or substituted by the Committee or by the Board as and when required where there is any statutory change necessitating change in the policy.

Annexure E to the Board Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE PERIOD FROM APRIL 1, 2015 TO MARCH 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GENOMIC VALLEY BIOTECH LIMITED
4 KM STONE BERI CHHARA ROAD,
TEHSIL-BAHADURGARH DISTT-JHAJJAR,
HARYANA-124507

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GENOMIC VALLEY BIOTECH LIMITED (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company as specified in **ANNEXURE-I**, and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period covered by our audit, that is to say, from April 01, 2015 to March 31, 2016 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR");
3. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
4. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
5. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable
6. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable

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

1. Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India;
2. Equity Listing Agreement entered into by company with the Stock Exchange (s);
3. Laws specifically applicable to the industry to which the Company belongs: We have been intimated by the Company that no specific laws are applicable to it.

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

Our observations:

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

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

Mr. Rohit Batham, Company Secretary & Compliance Officer of the Company has resigned from the Company with effect from 06.02.2016 and Mr. Vikas Garg, who was appointed as Company Secretary & Compliance Officer of the Company with effect from 01.04.2016 in the meeting of Board of Directors held on 09.02.2016, did not join the Company. The Board of Directors has taken note of the same and made intimation to Stock Exchange in this regard.

Recommendations as a matter of best practice:

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

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

We further report that the Company is in the process of finalization of internal financial controls and risk management policy of the Company. It is the duty of the directors to ensure that there is proper system for the internal financial control and risk management systems of the Company.

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

Adequate notices were given to all directors to schedule the Board Meeting, Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions in the Board Meeting and Committee meeting are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors and committee of the Board of Directors, as the case may be.

The Company has taken note for SS-1 and SS-2 in the Board Meeting held on 7th August, 2015.

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

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

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

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

**Place: Delhi
Date: 08.08.2016**

For JKJ & ASSOCIATES

**Indu Jain
(Partner)
Membership No.:33139
C P No.:12167**

ANNEXURE-I

LIST OF DOCUMENTS

- 1.1 Minutes books of the following Meetings were provided:
 - i. Board Meeting
 - ii. Audit Committee
 - iii. Nomination and Remuneration Committee
 - iv. Stakeholder Relationship Committee
 - v. General Meeting
- 1.2 Annual Report (2014-15), Annual Accounts for the F.Y. 2015-16
- 1.3 Memorandum and Articles of Association
- 1.4 Disclosures under the Act, 2013
- 1.5 Policies framed under the Act, 2013
- 1.6 Documents pertaining to Equity Listing Agreement compliance
- 1.7 Forms and returns filed with the ROC
- 1.8 Registers maintained under Act, 2013

ANNEXURE 'A' TO THE SECRETARIAL AUDIT REPORT

To,

The Members,
GENOMIC VALLEY BIOTECH LIMITED
4 KM STONE BERI CHHARA ROAD,
TEHSIL-BAHADURGARH DISTT-JHAJJAR,
HARYANA-124507

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi

Date: 08.08.2016

For JKJ & ASSOCIATES

**Indu Jain
(Partner)
Membership No.:33139
C P No.:12167**

CORPORATE GOVERNANCE

Transparency and accountability are the two basic tenets of Corporate Governance. At Genomic Valley Biotech Limited (GVBL), we feel proud to belong to a Company for good governance long back and made it an integral principle of the business, as demonstrated in the words above.

Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. At GVBL, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Principles is an extension of our values and reflects our continued commitment to ethical business practices across our operations. We acknowledge our individual and collective responsibilities to manage our business activities with integrity. Our Code of Business Principles inspires us to set standards which not only meet applicable legislation but go beyond in many areas of our functioning.

To succeed, we believe, requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, our people and our business partners. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come.

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

The Board of Directors has adopted 'Corporate Governance Code' for the Company which is a statement of practices and the procedures to be followed by the Company. The copy of the code is available on Company's website www.genomicvalley.com.

THE BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management of the Company is headed by the Managing Director and has business / functional heads as its members, which look after the management of the day-to-day affairs of the Company.

Composition

The Board comprises such number of Non-Executive, Executive and Independent Directors as required under applicable legislation. As on date of this Report, the Board consists of four Directors comprising one Non-Executive director, Two Independent Directors and One Executive Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

The members approved the appointments of Mr. Pradeep Gupta and Mr. Rajesh Kumar Saxena as an Independent Director in the Annual General Meeting held on 30th September, 2015.

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, 2016

Name	Date of Joining the Board	No. of Directorship held in other Companies	*No. of Board Committee Membership held in other Companies.	*No. of Board Committee Chairmanship held in other Companies.
Mr. Yogesh Agrawal	15-03-1996	2	-	-
Mrs. Parul Agrawal	29-09-2010	1	-	-

Mr. Rajesh Kumar Saxena	28-06-2014	1	-	-
Mr. Pradeep Gupta	28-06-2014	1	-	-

*Includes Membership and chairmanship only in Audit committee, Stakeholder relationship Committee.

The number of Directorships, Committee Memberships/ Chairmanships of all Directors is within respective limits prescribed under the Companies Act, 2013 and Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions including the changes in other listed companies as on 31 March, 2016 have been made by the Directors as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Appointment and Tenure

The Directors of the Company are appointed by Members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Managing Director and Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Managing Director of the Company has been appointed for a term of five years in the Last Annual General Meeting as per the requirement of the statute.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013.

Board Independence

Our definition of 'Independence' of Directors is derived from Clause 49 of the Equity Listing Agreement read with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 149(6) of the Companies Act, 2013.

Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held at registered office. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman of the Company. The Agenda is circulated a week prior to the date of the meeting.

The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the Financial Year 2015-2016, Eight Board meetings were held on 14th May, 2015, 30th May, 2015, 30th July, 2015, 07th August, 2015, 07th September, 2015, 09th November, 2015, 11th January, 2016 and 09th February, 2016. 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, 2016 on 09th February, 2016 and inter alia discussed:

- The performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

In addition to these formal meetings, interactions outside the Board meetings also take place between the Chairman and Independent Director.

Directors' Induction and Familiarization

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. The Chief Financial Officer and the Company Secretary are jointly responsible for ensuring that such induction and training programmes are provided to Directors. The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise. Details of such program has been disclosed on the website of the company (www.genomicvalley.com).

The induction process is designed to:

- a. build an understanding of GVBL, its businesses and the markets and regulatory environment in which it operates;
- b. provide an appreciation of the role and responsibilities of the Director;
- c. fully equip Directors to perform their role on the Board effectively; and
- d. develop understanding of Company's people and its key stakeholder relationships.

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

In addition to the extensive induction and training provided as part of the familiarization programme, the Independent Directors are also taken through various business and functional sessions in the Board meetings including the Board meetings to discuss strategy.

Board Evaluation

The Nomination and Remuneration Committee of the Company approved Evaluation Policy during the year, which was adopted by the Board of Directors. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. The Policy provides that evaluation of the performance of the Board as a whole; Board Committees and Directors shall be carried out on an annual basis.

During the year, the cycle was completed by the Company internally which included the Evaluation of the Board as a whole, Board Committees and Directors. The exercise was led by the Non-Executive Chairman along with a Senior Independent Director of the Company. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgement.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Directors. Based on the outcome of the Evaluation, the Board and Committees have agreed on the action plan to improve on the identified parameters.

COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following statutory and non-statutory Committees.

Audit Committee

The Company's Audit Committee comprises all the 2 Independent Directors and non- executive director. The Chairman of Audit Committee is Mr. Pradeep Gupta and Mr. Rajesh Kumar Saxena and Mrs. Parul Agrawal are the members of the Committee. Mr. Rajesh

Kumar Saxena and Mr. Pradeep 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 the case may from time to time be required by any statutory, contractual or other regulatory requirements.

The Audit Committee also reviews the functioning of the Code of Business Principles and Whistle Blower Policy of the Company and cases reported 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 five (5) times during the Financial Year ended 31st March, 2016 on 14th May, 2015, 30th May, 2015, 07th August, 2015, 09th November, 2015 and 11th January, 2016.

Risk Management Committee

The Company's Risk Management Committee comprises all the 2 Independent Directors and non-executive director. The chairman of Risk Management Committee is Mr. Pradeep Gupta. The members of the committee are Mr. Rajesh Kumar Saxena and Mrs. Parul Agrawal. The Board has constituted the committee on 12th February 2015.

The Risk Management Committee of the Company is entrusted with the responsibility to corporate risk assessment and mitigation and inter alia performs the following functions:

- Recommend to the Board and then formally announce, implement and maintain a sound system of risk identification oversight, management and internal control.
- To develop and seek Board approval for a range of specific duties that it is to be carried out.
- To detail the functions and processes which are considered necessary to ensure that the Board can be satisfied that the Company's risks are being effectively managed
- Examine and determine the sufficiency of the Company's internal processes for identifying, reporting and managing key risk areas.
- Consider other matters relating to risk management that it considers desirable. In addition, the Committee will examine any other matters referred to it by the Board.

Business Risk Assessment procedures have been set in place for self-assessment of business risks, operating controls and compliance with Corporate Policies. There is an ongoing process to track the evolution of risks and delivery of mitigating action plans.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises Mr. Pradeep Gupta as the Chairman and Mr. Rajesh Kumar Saxena and Mrs. Parul Agrawal as members of the Committee. In terms of Section 178 (1) of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee should comprise of at least three Directors; all of whom should be Non-Executive Directors. At least half of the Committee members should be Independent with an Independent Director acting as the Chairman of the Committee.

The role of Nomination and Remuneration Committee is as follows:

- Determine/ recommend the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- Determine/ recommend the criteria for qualifications, positive attributes and independence of Director;
- Identify candidates who are qualified to become Directors and who may be appointed in the Management Committee and recommend to the Board their appointment and removal;
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonuses, stock options, pension etc;
- Review and determine fixed component and performance linked incentives for Directors, along with the performance criteria;
- Determine policy on service contracts, notice period, severance fees for Directors and Senior Management;
- Formulate criteria and carryout evaluation of each Director's performance and performance of the Board as a whole;

The Committee also plays a role of a Compensation Committee and is responsible for administering the Stock Option Plan and Performance Share Plan of the Company and determining eligibility of employees for stock options.

The Nomination and Remuneration Committee met two times during the Financial Year ended 31st March, 2016 on 07th September, 2015 and 09th February, 2016.

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, 2016 as provided herein under.

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

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

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is comprised of Mr. Pradeep Gupta, Independent Director as the Chairman and Mr. Rajesh Kumar Saxena and Mrs. Parul Agrawal as members of the Committee.

The role of Stakeholders' Relationship Committee is as follows:

- consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend, etc;
- ensure expeditious share transfer process in line with the proceedings of the Share Transfer Committee;
- evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company;
- provide guidance and make recommendations to improve investor service levels for the investors.

During the Financial Year ended 31th March, 2016, the Committee met Four times on 14th May, 2015, 07th August, 2015, 09th November, 2015 and 11th January, 2016.

Details of Shareholders' / Investors' Complaints

Mr. Rohit Batham, Company Secretary and Compliance Officer for resolution of Shareholder's/Investor's complaints. During the Financial Year ended 31st March, 2016, no complaints were received from the shareholders.

Attendance of Directors at Board and Committee Meeting(s)

Name	Board Meeting held (Board Meeting Attended)	Audit Committee Meeting held (Audit Committee Meeting Attended)	Nomination and Remuneration committee Meeting held (Nomination and Remuneration committee Meeting Attended)	Stakeholder's Relationship Committee Meeting held (Stakeholder's Relationship Committee Meeting Attended)
Mr. Yogesh Agrawal	8(8)	5(5)	2(2)	4(4)
Mrs. Parul Agrawal	8(8)	5(5)	2(2)	4(4)
Mr. Rajesh Kumar Saxena	8(8)	5(5)	2(2)	4(4)
Mr. Pradeep Gupta	8(8)	5(5)	2(2)	4(4)

The last Annual General Meeting of the Company held on 30th September, 2015 was attended by all members of the Board of Directors.

COMPANY POLICIES AND CODES

Whistle Blower Policy

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The Company has provided dedicated e-mail addresses genomicvalley@gmail.com for reporting such concerns and contact person is Mr. Pradeep Gupta, Chairman of Audit Committee. Alternatively, employees can also send written communications to the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. All cases registered under the Whistle Blower Policy of the Company, are reported to the Committee of Executive Directors and are subject to the review of the Audit Committee. The Whistle Blower Policy is available on the website of the Company www.genomicvalley.com.

Code of Conduct for the members of the Board and Senior Management

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by the Board members and the Management Committee. The Board has adopted the Code of Conduct for the members of the Board and Senior Management Team. The Code provides that the Directors are required to avoid any interest in contracts entered into by the Company. If such an interest exists, the Directors are required to make disclosure to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The Code also restricts Directors from accepting any gifts or incentives in their capacity as a Director of the Company.

The members of the Board and the Management Committee annually confirm the compliance of the Code of Conduct to the Board. The Code of Conduct is in addition to the Code of Business Principles of the Company. A copy of the said Code of Conduct is available on the website of the Company www.genomicvalley.com.

Policy on dealing with Related Party Transactions

The Company has not entered in any material Related Party Transaction during the year. In line with requirement of the Companies Act, 2013 and Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website at www.genomicvalley.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. Transactions with related parties as per AS – 18 have been disclosed in the notes forming part of Financial Statements. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at Arm's Length.

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 Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The key objectives of the Committee would be:

- i) To guide the Board in relation to appointment and removal of directors, KMP and senior management.
- j) Formulate the criteria for determining qualifications, positive attributes, and independence of a director and recommend the Board a Policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- k) Formulation of criteria for evaluation of Independent Directors and the Board.
- l) To evaluate the performance of the members of the Board and provide necessary report to the Board.
- m) To recommend to the Board remuneration payable to the directors, key managerial personnel and senior management.
- n) To retain, motivate and promote talent of directors, managerial personnel required to run the Company successfully.
- o) To assist the Board in fulfilling responsibilities.
- p) To implement and monitor policies and processes regarding principles of corporate governance.

The policy to regulate the Nomination and Remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management is available on the website of the Company www.genomicvalley.com.

AFFIRMATION AND DISCLOSURE

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31st March, 2016 and a declaration to that effect, signed by the Managing Director is attached as Annexure A and forms part of this Corporate Governance.

There were no materially financial or commercial transaction, between the Company and members of the Management Committee that may have a potential conflict with the interest of the Company at large.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

DISCLOSURE OF PENDING CASES / INSTANCES OF NON-COMPLIANCE

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three year.

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

DISCRETIONARY REQUIREMENTS UNDER REGULATION 27(1) OF THE SEBI (LODR) REGULATIONS, 2015

The Company has not disclosed and adopted the discretionary requirements as specified in Part-E of Schedule II under SEBI (LODR) Regulations, 2015.

COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46

The Company has made compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46.

CEO and CFO Certification

The certificate required under Regulation 17(8) of the Listing Regulations, duly signed by the Managing Director and CFO was placed before the Board. The same is annexed as Annexure B to this report.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required under Regulation 34 of the Listing Regulations, the auditors' certificate on Corporate Governance is annexed as Annexure to the Board's Report.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

There are no shares in the Demat suspense account or unclaimed suspense account. Hence the disclosures required to be made in Annual Report 2015-16 as per clause (F) (a) to (e) of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable.

COMPLIANCE WITH THE GOVERNANCE FRAMEWORK

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In addition, the Company has also adopted the following requirements to the extent mentioned below:

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

Non-Executive Directors' compensation and disclosures

The Non-Executive Directors are not paid any sitting fee. No stock options were granted to Non-Executive Directors during the year under review. The Non-Executive Directors did not have any pecuniary relationship or transactions with the Company except the payment of sitting fees during the financial year 2015-16.

Independent Directors of the Company are not serving as Independent Directors in more than seven listed companies.

None of Whole Time Director of the Company serve as Independent Director in more than three listed companies.

Terms and conditions of appointment of independent directors have been disclosed on website of the Company www.genomicvalley.com.

Relationship between directors inter-se

Inter-se relationship between Directors is given below within the meaning of the term "relative" as per Section 2(77) of the Companies Act, 2015 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sr. No.	Name of Director	Designation	Relationship with other Directors
1.	Mr. Yogesh Agarwal	Managing Director	Husband of Mrs. Parul Agrawal
2.	Mrs. Parul Agrawal	Non –Executive Director	Wife of Mr. Yogesh Agrawal
3.	Mr. Pradeep Gupta	Independent Director	Not Related to any Director
4.	Mr. Rajesh Kumar Saxena	Independent Director	Not Related to any Director

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

Remuneration paid to Directors during the financial year 2015-16

Name1	Fixed Salary				Bonus/ Incentives/ Commission	Sitting Fee	Total	Stock Options	No of equity Shares Held
	Basic	Perquisites/ Allowances	Retiral Benefits	Total fixed salary					
Mr. Yogesh Agrawal	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	1678000
Mrs. Parul Agrawal	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	283700
Mr. Pradeep Gupta	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Mr. Rajesh Kumar Saxena	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Service contracts: N.A.

Notice period: One Month

Severance Fees: N.A.

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

SECRETARIAL STANDARDS AND SECRETARIAL AUDIT REPORT

The Company has undertaken Secretarial Standards Audit for the year 2015-16 for audit of secretarial records and procedures followed by the Company in compliance with relevant Secretarial Standards issued by the Institute of Company Secretaries of India.

The Company has also undertaken Secretarial Audit for the year 2015-16 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Equity Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulations and Guidelines prescribed by the Securities and Exchange Board of India. The Secretarial Audit Report is part of this Annual Report.

SHAREHOLDER INFORMATION

General Body Meetings

Details of last three Annual General Meetings and the summary of Special Resolutions passed therein are as under:

Financial year Ended	Date and Time	Venue	Special Resolution Passed
31 st March 2013	30 th September 2013 10.30 A.M.	4 KM Stone Beri Chhara Road, Tehsil- Bahadurgarh Distt. Jhajjar Haryana	-
31 st March 2014	31 st May 2014 9:00 A.M.	4 KM Stone Beri Chhara Road, Tehsil- Bahadurgarh Distt. Jhajjar Haryana	-
31 st March 2015	30 th September 2015 11:00 A.M.	4 KM Stone Beri Chhara Road, Tehsil- Bahadurgarh Distt. Jhajjar Haryana	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

Postal Ballot

During the year no resolution was passed through postal Ballot.

Annual General Meeting for the financial year 2015-16

Date	: Thursday 29 th September 2016
Venue	: 4 KM Stone Beri Chhara Road, Tehsil- Bahadurgarh Distt. Jhajjar Haryana.
Time	: 11:00 A.M.
Book Closure Dates	: Friday, 23 th September, 2016 to Thursday, 29 th September, 2016 (both dates Inclusive)

Calendar of Financial Year ended 31st March, 2016

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2016 were held on the following dates:

Event	On or Before
Financial Results for the 1st Quarter ended 30th June, 2015	07 th August, 2015
Financial Results for the 2nd Quarter ended 30th September, 2015	09 th November, 2014
Financial Results for the 3rd Quarter ended 31st December, 2015	11 th January, 2016
Audited Financial Results for the financial year ended 31st March, 2016	30 th May, 2016

Tentative Calendar for financial year ending 31st March, 2017

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2017 are as follows:

Event	On or Before
Financial Results for the 1st Quarter ended 30th June, 2016	14 th August, 2016
Financial Results for the 2nd Quarter ended 30th September, 2016	14 th November, 2016
Financial Results for the 3rd Quarter ended 31st December, 2016	14 th February, 2017
Audited Financial Results for the financial year ended 31st March, 2017	30 th May, 2017

Financial Year

Financial year of the Company starts on 1st April and ends on 31st March of the following year.

Listing on Stock Exchanges

The equity shares of the Company are listed on the BSE Limited (BSE) and Ahmedabad Stock Exchange Limited. The annual listing fees for the financial year 2015-16 have been paid to BSE Limited within due date.

The Ahmedabad Stock Exchange Limited (ASE) has not provided any trading platform during the Financial Year 2015-16. Therefore, the Company has not paid any annual listing fees to the Ahmedabad Stock Exchange Limited. The Company intends to pay ASE annual fees once ASE starts providing their part of services viz. the trading platform. With ASE, we have adopted the policy: Provide Services Take Fees.

Dividend

The Board of Directors had not declared any dividend for the Financial Year 2015-16.

Distribution of Shareholding as on 31st March, 2016

Category (Shares)	No. of Cases	Percentage to cases	No of Shares	Percentage to Shares
1-5000	481	95.82	174650	5.72
5001 – 10000	7	1.39	55650	1.82
10001 – 20000	0	0.00	0	0.00
20001 – 30000	0	0.00	0	0.00
30001 – 40000	0	0.00	0	0.00
40001 – 50000	0	0.00	0	0.00
50001 - 100000	11	2.19	612500	20.05
100000 and Above	3	0.60	2211700	72.41
Total	502	100.00	3054500	100.00

Shareholding Pattern as at 31st March, 2016

Category	No. of Shares	% of Paid up Capital
PROMOTORS AND PROMOTERS GROUP		
Yogesh Agrawal	1678000	54.94
Parul Agrawal	283700	9.29
TOTAL PROMOTERS SHAREHOLDINGS	1961700	64.22
Mutual Funds	0	0
Banks/Financial Institutions	0	0
FII's	0	0
Body Corporate	250000	8.19
Indian Public	842800	27.59
NRI's	0	0
Clearing members	0	0
Total	3054500	100

- *There are no outstanding GDRs / ADRs / Warrants / Convertible Instruments of the Company.
- * Securities of the Company has not been suspended from trading during the year under review.
- *Commodity price risk or foreign exchange risk and hedging activities. N.A

Market price data- high and low during each month in Financial Year 2015-16

There is no trading in the equity shares of the Company during the financial year 2015-16.

De-materialization of Shares & liquidity

The promoter's shareholding of Equity shares of your company are in compulsory de-mat settlement mode and can be traded only in de-mat form. Except 10,92,800 (35.78%) equity shares out of total paid - up capital of the Company, all the shares of the Company are in de-mat form.

Listing Details

Name of the Stock Exchange	ISIN /SCRIP CODE
BSE Limited	539206
Ahmedabad Stock Exchange Limited	INE574D01010

Share Transfer System

The Company has a Stakeholders Relationship Committee to look into various issues relating to the investors including share transfers/transmissions, duplicate share certificates, splitting, consolidation of share certificates, dematerialization of shares etc. This Stakeholders Relationship Committee of the Board of Directors of the Company meets as and when requests received from the RTA to give effect to the share transfers/transmissions, duplicate share certificates, splitting, consolidation of share certificates, dematerialization of shares.

M/s Beetal Financial & Computer Services Private Limited (RTA) process the share transfers / transmission, splitting, consolidation of share certificates in physical form and the same are approved by the Stakeholders Relationship Committee. Transfer of shares in physical form are registered and dispatched within 15 days of their receipt, subject to documents being valid and complete in all respects. The Board is regularly updated on the matters transacted at the Stakeholders Relationship Committee Meetings.

Plant Location

4 KM Stone Beri Chhara Road, P.O. Tanda Heri, Tehsil- Bahadurgarh, Distt. Jhajjar, Haryana-124507

COMMUNICATION TO SHAREHOLDERS

Effective communication of information is an essential component of Corporate Governance. It is a process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management-shareholder relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers such as Financial Express (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. No presentation made to institutional investors or to analysts. The Company also sends quarterly, half yearly and annual results as well as the notice of the Board Meeting to Members on e-mail.

Investor communications / Grievance redressal e-mail id :

Long pending litigations involve significant investment as monetary value of the disputed shares and accrued dividends / other benefits are locked up unutilised till the dispute is settled. Further, in terms of the requirements of the Companies Act, 1956, such dividends /

other specified incomes remaining unclaimed / unpaid for a period of seven years are to be credited to the Investor Education and Protection Fund and the Shareholders are not entitled to claim the same thereafter.

The Shareholders who are willing to avail the benefits of Alternative Dispute Redressal mechanism may approach the Investor Service Department of the Company at the Registered Office of the Company or email your query/complaint at www.genomicvalley@gmail.com.

Address for Correspondence

All shareholders' correspondence should be forwarded to M/s. Beetal Financial & Computer Services Private Limited, the Registrar and Transfer Agent of the Company or to the Investor Service Department at the Registered Office of the Company at the addresses mentioned below.

The Company's dedicated e-mail address for Investors' Complaints and other communications is www.genomicvalley@gmail.com

Beetal Financial & Computer Services Private Limited (Registrar Transfer Agent)	Investor Service Department	Company Secretary and Compliance officer
BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi - 110062 Tel Nos.: +91 11 29961281/82 Fax No.: +91 11 29961284 Email: beetalrta@gmail.com Website: www.beetalfinancial.com	Genomic valley biotech Limited 4 KM Stone Beri Chhara Road, Tehsil-Bahadurgarh, Distt. Jhajjar, Haryana-124507 Email : genomicvalley@gmail.com Website: www.genomicvalley.com Mobile: +91 9811341542	Mr. Hitesh Kumar Drolia Email Id: cs.gvbl@gmail.com Mobile No. +91 9718844292

For and on behalf of
Genomic valley Biotech Limited

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

Parul Agrawal
Director
DIN-01165188
Address: G-74, Pushkar Enclave,
Paschim Vihar, Delhi- 110063

Date: 02.09.2016
Place: Haryana

Annexure A to Corporate Governance

DECLARATION BY MANAGING DIRECTOR

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

I hereby confirm that Company has received from all members of the Board and Senior Management, for the financial year ended March 31, 2016, a confirmation that they are in compliance with the Company's Code of Conduct.

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

Date: 02.09.2016
Place: Haryana

Annexure B to Corporate Governance

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

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

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

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit and Risk Management Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

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

Rajesh Kumar Jha
Chief Financial Officer
PAN: AJLPJ6281C
Address: G-74, G-Block,
Pushkar Enclave,
Paschim Vihar,
Delhi, 110063

Date: 30.05.2016
Place: Haryana



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, Berri Charra Road, Village Kherka Musalman, Tehsil Bahadurgarh, Distt. Jhajjar** which comprise the balance sheet as at 31 March 2016, 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 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 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Act, we give in the Annexure A, a statement of the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid 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 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 18 to the financial statements;

- ii. the Company has made provision as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contract including derivative contract— Refer Note 18 to the financial statements
- iii. there has been no delay in transferring amounts required to be transferred, to the investor Education and Protection Fund by the Company.

DATED: 30.05.2016
PLACE: New Delhi

For A K KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS

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

Annexure A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

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

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

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The Company is engaged in a floriculture business. And it does not hold any physical inventories. Thus paragraph 3(ii) of the Order is not applicable to the Company.
- iii. The Company has not granted any loans to body corporate therefore section 189 of the Companies Act, 2013 ('the Act') is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposits from the public.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the product which produced or traded by the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including income tax, sales tax, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable except Amount of Rs. 1,39,000 payable to Delhi Vat Department

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

- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. According paragraph 3(ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit

- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration during the concerned year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company, Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered any Related-Party transaction during the concerned year.
- xiv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transaction with directors or persons connected with him. Accordingly paragraph 3(xv) of the order is not applicable.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

DATED: 30.05.2016
PLACE: New Delhi

FOR A K KHATTAR & ASSOCIATES
CHARTERED ACCOUNTANTS

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

Annexure B to the Auditors' Report

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

We have audited the internal financial control over financial reporting of Genomic Valley biotech Limited ('the Company') as on 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Control

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in a material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment including the assessment of the risks of material misstatement of the financial statements whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial

control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has in all material respects and adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting Issued by the Institute of Chartered Accountants of India.

DATED: 30.05.2016
PLACE: New Delhi

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 31.03.2016

Particulars		Note No.	Figures as at the end of 31.03.2016	Figures as at the end of 31.03.2015
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	1,50,85,115.86	1,84,32,941.53
(c)	Money received against share warrants		0.00	0.00
Total Shareholders' Funds			4,56,30,115.86	4,89,77,941.53
3 Non-Current Liabilities				
(a)	Long-Term borrowings	3	75,00,000.00	75,00,000.00
(b)	Deferred Tax Liabilities (Net)		0.00	0.00
(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	75,00,000.00
4 Current Liabilities				
(a)	Short-Term Borrowings		0.00	0.00
(b)	Trade Payables		0.00	0.00
(c)	Other Current Liabilities	4	71,99,359.00	79,19,510.58
(d)	Short-Term Provisions	5	1,39,000.00	0.00
Total Non-Current Liabilities			73,38,359.00	79,19,510.58
TOTAL			6,04,68,474.86	6,43,97,452.11
II. ASSETS				
Non-Current Assets				
1 Fixed assets				
(i)	Tangible assets	6	3,17,56,398.90	3,14,68,788.58
(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	7	11,31,790.00	55,44,759.85
(c)	Deferred Tax Assets (Net)	8	1,04,915.07	4,315.07
(d)	Long-Term Loans and Advances	9	2,51,00,000.00	2,51,00,000.00
(e)	Other Non-Current Assets		0.00	0.00
Total Non-Assets			5,80,93,103.97	3,70,17,863.50
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	96,672.39	16,96,048.65
(e)	Short-Term Loans and Advances		0.00	0.00
(f)	Other Current Assets	11	22,78,698.50	5,83,539.96
Total Current Assets			23,75,370.89	2,73,79,588.61
TOTAL			6,04,68,474.86	6,43,97,452.11
Other Notes to Accounts		18		

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. 08-4960

Yogesh Agrawal
Director
DIN-01165288

Parul Agrawal
Director
DIN-01165188

DATE: 30/06/2016
PLACE: New Delhi

Rajesh Kumar Jha
Chief Financial Officer

Aika Dabas
Company Secretary &
Compliance Officer
M.N.-A 32352

GENOMIC VALLEY BIOTECH LIMITED
REGD. OFF: 4 K.M. STONE BERI CHHARA ROAD, TEHSIL BAHADURGARH, DISTT. JHAJJAR,
HARYANA
Profit & Loss A/c as at 31.03.2016

Particulars	Refer Note No.	Figures for the year ending 31.03.2016	Figures for the year ending 31.03.2015
I. Revenue from Operations	12	10,90,205.00	3,03,675.19
II. Other Income	13	16,49,603.73	7,27,569.50
III. Total Revenue (I + II)		27,39,808.73	10,31,244.69
IV. Expenses:			
Cost of materials consumed	14	7,29,289.00	51,135.00
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	15	13,37,816.00	2,97,234.00
Finance costs		0.00	0.00
Depreciation and amortization expense	16	5,01,954.67	81,953.00
Other expenses	17	36,19,174.21	7,10,095.94
Total expenses		61,88,233.88	11,40,417.94
V. Profit before exceptional and extraordinary items and tax (III-IV)		-34,48,425.15	-1,09,173.25
VI. Exceptional items		0.00	0.00
VII. Profit before extraordinary items and tax (V - VI)		-34,48,425.15	-1,09,173.25
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII- VIII)		-34,48,425.15	-1,09,173.25
X Tax Expense:			
(1) Current tax		0.00	0.00
(2) Deferred tax		-1,00,599.48	-24,878.59
XI Profit (Loss) for the period from continuing operations (VII-VIII)		-33,47,825.67	-84,294.66
XII Profit/(loss) from discontinuing operations		0.00	0.00
XIII Tax expense of discontinuing operations		0.00	0.00
XIV Profit/(loss) from Discontinuing Operations (after tax) (XII-XIII)		0.00	0.00
XV Profit (Loss) for the period (XI + XIV)		-33,47,825.67	-84,294.66
XVI Earnings per equity share:			
(1) Basic		-1.10	-0.03
(2) Diluted		-1.10	-0.03

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: 30/06/2016
PLACE: New Delhi

Rajesh Kumar Jha
Chief Financial Officer

Alka Dabas
Company Secretary &
Compliance Officer
M.N.-A32352

GENOMIC VALLEY BIOTECH LIMITED

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

CASH FLOW STATEMENT FOR THE YEAR 2015-16

		AMOUNT IN (R.S.)	
		2015-16	2014-15
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit As Statement Profit & Loss	-34,48,425.15	-1,09,173.25
	Adjustment For		
	Dividend received	-25,500.00	-47,500.00
	Income from Shares Trading	-16,16,102.69	-2,20,707.11
	Interest Income	-8,001.04	-1,22,931.00
	Depreciation	5,01,954.67	81,953.00
	Operating Profit Before Change in Working Capital	-45,96,074.21	-4,18,358.36
	ADJUSTMENTS FOR WORKING CAPITAL:		
	Increase/Decrease in Loans and Advances	-	-
	Other Current Assets	-16,95,158.54	-5,65,059.96
	Increase/Decrease in Current Liabilities	-5,81,151.58	19,01,130.96
	CASH GENERATED FROM OPERATIONS	-68,72,384.33	9,17,712.64
	Taxes Paid	-	-
	Total (a)	-68,72,384.33	9,17,712.64
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Additions/Sales to fixed assets	-7,89,565.00	-13,66,982.00
	Increase in Capital Work In Progress	-	-
	Purchase/Sell of Investments	44,12,969.85	-55,44,759.85
	Dividend received	25,500.00	47,500.00
	Income from Shares Trading	16,16,102.69	2,20,707.11
	Interest Income	8,001.04	1,22,931.00
		52,73,008.58	-65,20,603.74
C.	CASH FLOWS FROM FINANCING ACTIVITIES		
	Repayment of Borrowings	-	-
	Preliminary Expenses	-	-
	total (C)	-	-
	NET CASH FLOWS DURING THE YEAR (A+B+C)	-15,99,375.75	-56,02,891.10
	Cash and Cash Equivalent (Opening Balance)	16,96,048.67	72,98,939.75
	Cash and Cash Equivalent (Closing Balance)	96,672.39	16,96,048.67

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: 30/05/2016
PLACE: New Delhi

Rajesh Kumar Jha
Chief Financial Officer

Alka Dabas
Company Secretary &
Compliance Officer
M.N.-A32352

GENOMIC VALLEY BIOTECH LIMITED

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

NOTES TO ACCOUNTS YEAR ENDED 31.03.2016

Note 1

SHARE CAPITAL

<u>Share Capital</u>	As at 31 March 2016		As at 31 March 2015	
	Number		Number	
<u>Authorised</u>				
Equity Shares of Rs 10 each	90,00,000	9,00,00,000.00	90,00,000	9,00,00,000.00
<u>Issued</u>				
Equity Shares of Rs 10 each	81,50,000	8,15,00,000.00	81,50,000	8,15,00,000.00
<u>Subscribed</u>				
Equity Shares of Rs 10 each	76,97,300	-	76,97,300	-
Less: Share Forefiture	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
<u>Paid up Capital</u>				
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

<u>Name of shareholders</u>	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

<u>Reserves & Surplus</u>	As at 31 March 2016	As at 31 March 2015
Capital Forefiture	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
<u>Surplus</u>		
Openin balance	-33,039.47	51,255.19
Net Profit/Loss of Current Year	-33,47,825.67	-84,294.66
Total	-33,80,865.14	-33,039.47
Total	1,50,85,115.86	1,84,32,941.53

Note 3

Long Term Borrowing

<u>Long Term Borrowing</u>	As at 31 March 2016	As at 31 March 2015
Unsecured Bridge Loan From National Horticulture Board	75,00,000.00	75,00,000.00

Note 4

Other Current Liabilities

	As at 31 March 2016	As at 31 March 2015
	-	-
Anubhav Export	0.00	3,68,864.00
Creditor of Funiture	0.00	35,000.00
Govind Traders	0.00	56,000.00
Tushar Oil Foods Ltd	0.00	11,69,000.00
Outstanding Payable	0.00	2,20,147.58
Expenses Payable (Service Charge NHB)	63,55,069.00	60,55,069.00
Yogesh Agrawal	7,54,501.00	15,430.00
Salary Payable	69,000.00	0.00
Ramo Ads.	20,789.00	0.00
Total	71,99,359.00	79,19,510.58

Note 5

Short Term Provision

<u>Short Term Provision</u>	As at 31 March 2016	As at 31 March 2015
	-	-
Provision for taxation	0.00	0.00
Provision for DVAT	1,39,000.00	0.00
Total	1,39,000.00	0.00

Note 6 Tangible assets

YEAR ENDED 31-3-2016

Assets	Land & Building	Plant & Equipment					Furniture & Fixtures	Total
		Shadenet	Green house	Generator set	HP LAPTOP	Water Filtration Plant		
Gross Block								
Balance as at April 01, 2014	2,99,08,924.58	1,02,000.00	2,60,000.00	-	59,990.00	-	-	3,03,30,914.58
Additions	-	-	14,68,864.00	56,000.00	-	-	35,000.00	15,59,864.00
Deletions	-	-	-	-	-	-	-	-
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	3,18,90,778.58
Additions	5,85,565.00	-	-	-	-	2,04,000.00	-	7,89,565.00
Deletions	-	-	-	-	-	-	-	-
Balance as at March 31, 2016	3,04,94,489.58	1,02,000.00	17,28,864.00	56,000.00	59,990.00	2,04,000.00	35,000.00	3,26,80,343.58
Accumulated Depreciation								
Balance as at April 01, 2014	-	1,02,000.00	2,60,000.00	-	16,613.00	-	-	3,78,613.00
Additions	-	-	-	-	43,377.00	-	-	43,377.00
Deletions	-	-	-	-	-	-	-	-
Balance as at March 31, 2015	-	1,02,000.00	2,60,000.00	-	59,990.00	-	-	4,21,990.00
Additions	-	-	4,89,621.34	3,733.34	-	5,100.00	3,500.00	5,01,954.68
Deletions	-	-	-	-	-	-	-	-
Balance as at March 31, 2016	-	1,02,000.00	7,49,621.34	3,733.34	59,990.00	5,100.00	3,500.00	9,23,944.68
Net Block								
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
Balance as at March 31, 2016	3,04,94,489.58	-	9,79,242.66	52,266.66	-	1,98,900.00	31,500.00	3,17,56,398.90

* Land & Building includes Land & Site Development of Rs. 4162498.50

Note 7

Non-Current Investments

	As at 31 March 2016	As at 31 March 2015
Shares held in SRF Ltd 1100 shares at Cost	11,31,790.00	43,75,759.85
Share held in Delta Colonizers Ltd. 116900 @ Rs. 10	0.00	11,69,000.00
Total	11,31,790.00	55,44,759.85

Note 8

Deffered Tax Assets

	As at 31 March 2016	As at 31 March 2015
Deffered Tax Assets	1,04,915.07	4,315.07
Total	1,04,915.07	4,315.07

Note 09

Long Term Loan & Advances

	As at 31 March 2016	As at 31 March 2015
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 10

CASH AND CASH EQUIVALENTS

Cash and cash equivalents	As at 31 March 2016		As at 31 March 2015	
a. Balances with banks				
In current a/c	55,672.39		16,88,988.65	
FDR with Kotak Mahindra Bank	0.00		0.00	
FDR With SBI Jwalaheri Branch	0.00	55,672.39	0.00	16,88,988.65
b. Cash in hand		41,000.00		7,060.00
		96,672.39		16,96,048.65

Note 11

Other Current Assets

<u>Other Current Assets</u>	As at 31 March 2016	As at 31 March 2015
TDS Deducted	-	17,871.00
Tds Deposited	-	3,868.96
Prepaid Expenses (Processing Fee to BSE for Listing)	-	5,61,800.00
Netafim Security Deposit	50,000.00	-
Security Deposited for HVAT	2,00,000.00	-
Electricity Department Security Deposit	10,000.00	-
Interest Accured But not Due	2,123.00	-
HCS Imprest a/c	1,66,000.00	-
Lalit Shah Imprest A/c	1,50,000.00	-
Site Imprest	2,70,000.00	-
Tushar Oil Foods Limited	7,60,000.00	-
Kapil Kumar	50,000.00	-
Empoyee Advance	3,27,000.00	-
Bonanza Portfolio Limited	2,93,575.50	-
Total	22,78,698.50	5,83,539.96

Note 12

Revenue From Operation

<u>Revenue From Operation</u>	As at 31 March 2016	As at 31 March 2015
		-
Sale of Plants	-	50,345.19
Sale of Cut Flowers	10,90,205.00	1,32,690.00
Consultancy Income	-	1,20,640.00
Total	10,90,205.00	3,03,675.19

Note 13

Other Income

<u>Other Income</u>	As at 31 March 2016	As at 31 March 2015
		-
Dividend received	25,500.00	47,500.00
Interest Received	8,001.04	1,78,390.00
Other Income	-	101.94
Reversal of bank Charges	-	8,087.45
Sale of Scrap	-	2,72,783.00
Income from Shares Trading	16,16,102.69	2,20,707.11
Total	16,49,603.73	7,27,569.50

Note 14

Cost of materials consumed

	As at 31 March 2016	As at 31 March 2015
		-
Seeds, Khad & Other Consumable Item	7,29,289.00	51,135.00
Total	7,29,289.00	51,135.00

Note 15

Employee benefits expense

	As at 31 March 2016	As at 31 March 2015
		-
Salary, Wage & Other Staff Welfare	13,37,816.00	2,97,234.00
Total	13,37,816.00	2,97,234.00

Note 16

Depreciation

	As at 31 March 2016	As at 31 March 2015
		-
Depreciation on Sonata car (SLM)	-	38,576.00
Depreciation on HP LAPTOP (SLM)	-	43,377.00
GREEN HOUSE	4,89,621.33	-
GENERATOR SET	3,733.33	-
FURNITURE & FIXTURES	3,500.00	-
Water Foiltration Plant	5,100.00	-
Total	5,01,954.67	81,953.00

Note 17

Other Expenses

<u>Other Expenses</u>	As at 31 March 2016	As at 31 March 2015
AGM Expenses	43,680.00	41,531.00
Audit Fee	15,000.00	16,000.00
Bank Charges	12,396.00	780.00
BSE Initial Listing Fee	22,800.00	-
BSE Listing Fee	2,28,000.00	-
BSE Listing Processing Fee	5,61,800.00	-
Car Insurance	-	9,723.00
CDSL Fee	2,52,316.00	-
Certification Fee	13,600.00	-
Computer Maintenance Expenses	5,000.00	-
Conveyance	13,408.00	-
DVAT Penalty	1,39,000.00	-
DTP RTI Expenses	-	5,100.00
Electricity Connection Expense	4,11,500.00	-
Green House Renovation Expenses	7,60,516.00	-
Interest Paid	3,00,062.00	3,00,000.00
Listing Fee (DSE, JSE)	-	2,16,512.00
Legal & Professional Expense	39,900.00	-
Misc. Expenses	83,513.21	99,660.34
News Paper Advertisement	61,451.00	20,789.00
NSDL Fee	1,47,203.00	-
Printing & Stationery	12,230.00	-
Repair & Maintenance	18,700.00	-
RTA Fee	85,550.00	-
Secretarial Audit Fees	20,000.00	-
Site Maintenance Exp.	1,13,820.00	-
Travelling Expense	2,56,529.00	-
Total	36,19,174.21	7,10,095.94

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: 30/05/2016

Rajesh Kumar Jha
Chief Financial Officer

Alka Dabas
Company Secretary
& Compliance
Officer
M.N. -A32352

PLACE: **New Delhi**

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. The company provided depreciation on the Basis of Straight Line Method on Fixed Assets.

(c) Preliminary and Share Issue Expenses

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

2. Contingent Liabilities

NIL

3. 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.

5. Payment to Auditors :

	Current Year (Rupees)	Previous year (Rupees)
Audit Fees	15000	16000

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

7. Notes No.18 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: 30/05/2016
PLACE: **New Delhi**

Rajesh Kumar Jha
Chief Financial Officer

Alka Dabas
Company Secretary &
Compliance Officer
MN-A32352

GENOMIC VALLEY BIOTECH LIMITED
 Regd. Off: 4 KM STONE BERI CHHARA ROAD, TEHSIL-BAHADURGARH
 DISTT-JHAJJAR, HARYANA-124507
 CIN: L01122HR1996PLC033029
 Tele :- +91-9811341542
 Email : genomicvalley@gmail.com
 Visit : <http://www.genomicvalley.com>

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L01122HR1996PLC033029
Name of the company	Genomic Valley Biotech Limited
Registered office	4 K.M. Stone Beri Chhara Road, Tehsil-Bahadurgarh, Distt-Jhajjar, Haryana-124507

Name of the Shareholder	
Registered address	
E-mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member (s) of Genomic Valley Biotech Limited holding Equity Shares, hereby appoint:

1.	Name	
	Address	
	E-mail Id	
	Signature	

or failing him

2.	Name	
	Address	
	E-mail Id	
	Signature	

or failing him

3.	Name	
	Address	
	E-mail Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2016 at 11.00 AM at 4 K.M. Stone, Berry Charra Road P.O. TandaHeri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mrs. Parul Agrawal (DIN 01165188) who retires by rotation and eligible offer herself for reappointment.
3. Ratification of the appointment of M/s. A.K. KHATTAR & Associates, Chartered Accountants, Delhi (M.NO. 084960) as Statutory Auditors of the Company

Signed this..... day of..... 2016.

Signature of shareholder:

Signature of Proxy holder(s):



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

GENOMIC VALLEY BIOTECH LIMITED
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 Email : genomicvalley@gmail.com
 Visit : <http://www.genomicvalley.com>

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HANDOVER AT THE ENTRANCE OF ANNUAL GENERAL MEETING VENUE AT 4 K.M. STONE, BERRY CHARRA ROAD P.O. TANDAHERI, TEH. BAHADURGARH, DIST. JHAJJAR, HARYANA-124507.

Name & Address of the Shareholder

.....

SEQUENCE NO. :

FOLIO NO. :

DP ID :

CLIENT ID :

I hereby record my presence at the 22nd ANNUAL GENERAL MEETING being held at 4 K.M. Stone, Berry Charra Road P.O. TandaHeri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507 on Thursday, the 29th day of September, 2016 at 11.00 AM.

Signature of Member or Proxy

.....

No. of Shares held

Notes:

3. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
4. Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)
5. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.
6. 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
160902105		

Note: Please read the instructions printed in the Notice dated September 02, 2016 of the Twenty Second Annual General Meeting. The voting period starts from Monday, September 26, 2016 at 9.00 a.m. and ends on Wednesday, September 28, 2016 at 5.00 p.m. The voting module shall be disabled by CDSL for voting thereafter.

GENOMIC VALLEY BIOTECH LIMITED
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BALLOT FORM (In lieu of E-Voting at the Annual General Meeting)

1	Name of the Sole/First Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No./DP ID /Client ID	
4	Number of shares held	

I, We hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the AGM Notice dated 02.09.2016 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2016, the reports of the Board of Directors and Auditors thereon.			
2	To re-appoint Mrs. Parul Agrawal (DIN 01165188) who retires by rotation and eligible offer herself for reappointment.			
3	Ratification of the appointment of M/s. A.K. KHATTAR & Associates, Chartered Accountants, Delhi (M.NO. 084960) as Statutory Auditors of the Company			

Place:

Date:

Signature of Member

NOTE: Last date for receipt of forms by the Company is 28th September, 2016.

GENOMIC VALLEY BIOTECH LIMITED
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Form No. SH-13
Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the Company: Genomic Valley Biotech Limited

Registered Address of the Company: 4 KM STONE BERI CHHARA ROAD, TEHSIL-BAHADURGARH DISTT-JHAJJAR, HARYANA-124507

I/We _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

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

(2) PARTICULARS OF NOMINEE/S–

- (a) Name :
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail Id. & Telephone No. . :
- (h) Relationship with the security holder(s):

(3) IN CASE NOMINEE IS A MINOR–

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY–

- (a) Name :
- (b) Date of Birth:
- (c) Father's / Mother's / Spouse's name:

- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) email Id. & Telephone No. :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

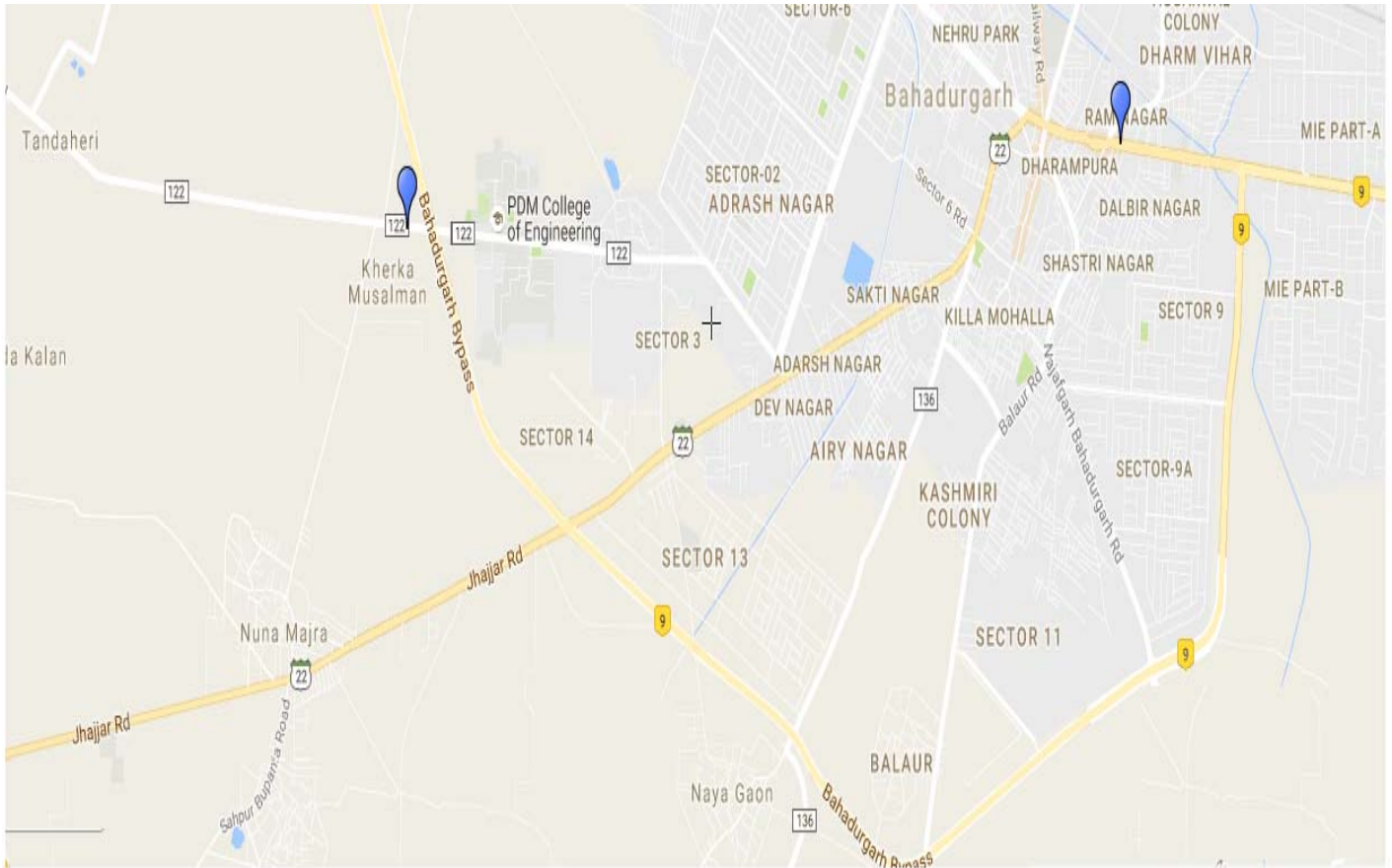
Name(s) and Address of Security holder(s)


Signature(s)

Name and Address of Witness

Signature

Route Map:



The Symbol  is indicating Registered Office of the Company (4 K.M. Stone, Berry Charra Road P.O. Tanda Hari, Teh. Bahadurgarh, Dist. Jhajjar, Haryana- 124507) which is nearby Landmark as PDM College of Engineering.

BOOK POST

If undelivered please return to:

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