



Regd. Off: 4 K.M. Stone, Berri Chharra Road, Village- Kherka Musalman,
P.O. Tandaheri, Tehsil-Bahadurgarh, Distt-Jhajjar, Haryana-124507
CIN: L01122HR1994PLC033029 ; Tele: +91-9811341542
Email: genomicvalley@gmail.com; Visit: <http://www.genomicvalley.com>

BSE Limited

Ref: Genomic Valley Biotech Limited (539206/ GVBL)

**Sub: Intimation of Extra-Ordinary General Meeting (EGM), Cut-off Date, Book
Closure and E-Voting along with Notice of EGM**

**For and on behalf of
Genomic Valley Biotech Limited**

Hitesh

**Hitesh Kumar
Company Secretary & Compliance officer**



Notice is hereby given that the Extra-Ordinary General Meeting (EGM) of the members of Genomic Valley Biotech Limited will be held on Thursday, 14th day of February, 2019 at 11.00 A.M. at the Registered Office of the Company at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507 to transact the following special businesses:

the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

“ pursuant to the provisions of Section 188(1) and other applicable provisions of the Companies Act, 2013 and read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the members of the company be and hereby approved related party transaction made between the Company and Mrs. Parul Agrawal, Director of the Company for giving the Agriculture land of the Company on lease on rental basis for 20 Years, as per such terms and conditions as may be mutually agreed upon at arm’s length price between the Company and Mrs. Parul Agrawal as per the limit prescribed in the Companies Act, 2013 and rule thereto.”

pursuant to the provisions of Section 188(1) and other applicable provisions of the Companies Act, 2013 and read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the members of the company be and hereby approved related party transaction made between the Company and Mrs. Parul Agrawal, Director of the Company for sale, purchase or supply of any goods or material, directly or through appointment of agent at arm’s length price between the Company and Mrs. Parul Agrawal as per the limit prescribed in the Companies Act, 2013 and rule thereto.”

pursuant to the provisions of Section 188(1) and other applicable provisions of the Companies Act, 2013 and read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Audit Committee and Board of Directors of the Company, the consent of members of the company be and hereby accorded to enter into any contract or arrangements with related party Mrs. Parul Agrawal, Director of the Company with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or reimbursement of any transaction or any other transaction of whatever nature with related party at arm’s length price between the Company and Mrs. Parul Agrawal as per the limit prescribed in the Companies Act, 2013 and rule thereto.

the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
5. A Proxy Form, Attendance Slip, Ballot Form (in lieu of E-Voting at Extra-Ordinary General Meeting) and Route Map are enclosed with the Notice of Extra-Ordinary General Meeting.
6. Corporate Members intending to send their authorized representatives under Section 113 of the Act are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting, together with duly certified signatures of such representatives.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhDass Mandir, New Delhi-110062.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the RTA.
9. The Register of Members and Share Transfer Books of the Company shall remain closed on the Book Closure Dates, i.e., from 08th February, 2019 to 14th February, 2019 both days inclusive.
10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form duly filled in to Beetal Financial & Computer Services Private Limited (RTA) having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062.
11. Members are requested to:
 - a. Intimate to the Company's Registrar and Transfer Agents, Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;
 - b. Intimate to the respective Depository Participant, changes, if any, in their registered addresses/ bank mandates at an early date, in case of shares held in electronic/dematerialised form;
 - c. Quote their folio numbers/Client ID and DP ID in all correspondence;
 - d. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
12. Pursuant to sections 101 and 136 of the Companies Act, 2013, read with the Rules framed thereunder and pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA) regarding the Green Initiative, the Notice of the Extra-Ordinary General Meeting (AGM) would be sent in electronic mode to such of the Members of the Company whose e-mail addresses are available with the Company/ Depository Participant and who have not opted to receive the same in physical form.
13. For Members who have not registered their e-mail addresses, physical copies of the Notice of the EGM would be sent in the permitted mode.
14. Members are requested to support the Green Initiative by registering / updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Beetal Financial & Computer Services Private Limited having their office at Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhDass Mandir, New Delhi-110062.
15. Members may also note that the Notice of the Extra-Ordinary General Meeting 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
16. Relevant documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Sunday from 10.00 A.M. to 6.00 P.M., up to and including the date of the Extra-Ordinary General Meeting of the Company.
17. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Extra-Ordinary General Meeting.
18. Members/Proxies/Representatives are requested to bring their Attendance Slip 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. In order to enable us to register your attendance at the venue of the Extra-Ordinary 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.

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 Extra-Ordinary General Meeting by electronic means and the business may be transacted through Electronic Voting (e-voting) services provided by Central Depository Services Limited (CDSL).

The Company has appointed Mr. Rohit Batham, Practicing Company Secretary, New Delhi as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 07th February, 2019 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 13th February, 2019 by 5.00 P.M. Any ballot paper received after the said date and time shall be treated as if the reply from the Members has not been received. Kindly note that member can opt only one mode of voting i.e., either by ballot paper or through e-voting. If members are opting for e-voting then do not vote by ballot paper or vice versa. However, in case of Members casting their vote both by ballot paper and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

22.1 Members whose shareholding is in the dematerialised 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 February 11, 2019 at 9.00 a.m. and ends on February 13, 2019 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 February 07, 2019, 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.

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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details by custodian a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(S).
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday 07th February, 2019 may follow the same instructions as mentioned above for e-Voting.
- v. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 18002005533.

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

- 22.2 In case a Member receives physical copy of the Extra-Ordinary General Meeting Notice by post (for members whose email Ids are not registered with the Company/Depository Participant(s)):
- a. User ID and initial password are provided overleaf.
 - b. Please follow all steps from Note 22.1 above to cast your vote.
- 22.3 Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- 22.4 In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the 'downloads' section of www.evotingindia.com.
- 22.5 The facility for ballot / polling paper shall be made available at the Extra-Ordinary General Meeting (AGM) and the members attending EGM who have not cast their vote by e-voting/ ballot paper shall be able to vote at the EGM through ballot / polling paper.
- 22.6 The members who have cast their vote by e-voting may also attend EGM, but shall not be entitled to cast their vote again.
- 22.7 The voting rights of the Members for e-voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on the cut-off date i.e. 07th February, 2019.
- 22.8 Persons, whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 07th February, 2019 only shall be entitled to avail the facility of e-voting / physical voting.
- 22.9 The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant rules made there under. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

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

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

23. The results on resolutions shall be declared forthwith after getting the report of Scrutinizer and the resolutions will be deemed to be passed on the date of Extra-Ordinary General Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
24. The Results declared along with the Consolidated Scrutinizer's Report(s) will be available on the website of the Company (www.genomicvalley.com) and on website of CDSL. The results shall simultaneously be communicated to Stock Exchanges.
25. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

The existing Memorandum of Association ("MoA") of the Company, based on Companies Act, 1956 ("1956 Act") are no longer in conformity with the Companies Act, 2013 ("2013 Act"). With the enactment of 2013 Act, several clauses of MoA require alteration/deletion. Given this position, it is considered expedient to adopt the new set of Memorandum of Association (primarily based on Table A set out under Schedule I to the Act) in place of existing MoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 13 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Memorandum of Association. The entire set of proposed new Memorandum of Association is available in the website of the Company. Members can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

The existing Articles of Association ("AoA") of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. With the coming into force of 2013 Act, several regulations of AoA require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing AoA, instead of amending it by alteration/incorporation of provisions of 2013 Act.

In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association. The entire set of proposed new Articles of Association is available in the website of the Company. The Members of the Company can also obtain a copy of the same from the Company's Registered Office.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

As per the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, a Company is required to obtain Prior approval of Audit Committee, the Board of Directors or as the case may be the approval of Shareholders for entering in to any Related Party Transactions.

The Company has entered in to Related Party Transaction with Mr. Yogesh Agrawal, Managing Director which is related party as per section 2(76) of the Companies Act, 2013, for giving the Agriculture land of the Company on lease and for sale, purchase or supply of any goods or material, directly or through appointment of agent.

However, in view of the above transaction Company had passed the Board Resolution 21st January, 2019 but approval of Shareholders was required to be taken at the general meeting of the Company.

Therefore, there is need to ratify and approve the Related party Transaction entered by Company for giving the Agriculture land of the Company on lease and for sale, purchase or supply of any goods or material, directly or through appointment of agent.

The Board recommends the above resolution to the shareholders for their approval as a Special Resolution.

Mr. Yogesh Agrawal, Managing Director of the Company is concerned or interested in the said resolution.

None of the other directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

As per the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, a Company is required to obtain Prior approval of Audit Committee, the Board of Directors or as the case may be the approval of Shareholders for entering in to any Related Party Transactions.

The Company has entered in to Related Party Transaction with Mrs. Parul Agrawal, Director of the Company which is related party as per section 2(76) of the Companies Act, 2013, for giving the Agriculture land of the Company on lease and for sale, purchase or supply of any goods or material, directly or through appointment of agent.

However, in view of the above transaction Company had passed the Board Resolution 21st January, 2019 but approval of Shareholders was required to be taken at the general meeting of the Company.

Therefore, there is need to ratify and approve the Related party Transaction entered by Company for giving the Agriculture land of the Company on lease and for sale, purchase or supply of any goods or material, directly or through appointment of agent.

The Board recommends the above resolution to the shareholders for their approval as a Special Resolution.

Mrs. Parul Agrawal, Director of the Company are concerned or interested in the said resolution.

None of the other directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

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

CIN	
Name of the company	Genomic Valley Biotech Limited
Registered office	4 K.M. Stone, Berri Chharra Road, P.O. Tandaheeri, Tehsil-Bahadurgarh, District-Jhajjar, Haryana-124507

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

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

1.	Name	
	Address	
	E-mail Id	
	Signature	

or failing him

2.	Name	
	Address	
	E-mail Id	
	Signature	

or failing him

3.	Name	
	Address	
	E-mail Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday, the 14th day of February, 2019 at 11.00 AM at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheeri, Teh. Bahadurgarh, Distt. Jhajjar, Haryana-124507 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. Alteration/substitution of Memorandum of Association
2. Alteration/substitution of Articles of Association
3. Approve Related Party Transaction entered by the Company with Mr. Yogesh Agrawal, Managing Director of the Company
4. Approve Related Party Transaction entered by the Company with Mrs. Parul Agrawal, Director of the Company

Signed this..... day of..... 2019.

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp of
Re 1

PLEASE BRING THIS ATTENDANCE SLIP AND HANDOVER AT THE ENTRANCE OF EXTRA-ORDINARY GENERAL MEETING VENUE AT 4 K.M. STONE, BERRI CHHARRA ROAD P.O. TANDAHARI, TEH. BAHADURGARH, DIST. JHAJJAR, HARYANA-124507.

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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 EGM Notice dated 21st January, 2019 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (v) mark at the appropriate box below:

1	Alteration/substitution of Memorandum of Association			
2	Alteration/substitution of Articles of Association			
3	Approve Related Party Transaction entered by the Company with Mr. Yogesh Agrawal, Managing Director of the Company			
4	Approve Related Party Transaction entered by the Company with Mrs. Parul Agrawal, Director of the Company			

Place:

Date: Signature of Member

NOTE: Last date for receipt of forms by the Company is 13th February, 2019.

Genomic Valley Biotech Limited

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

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

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

(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:

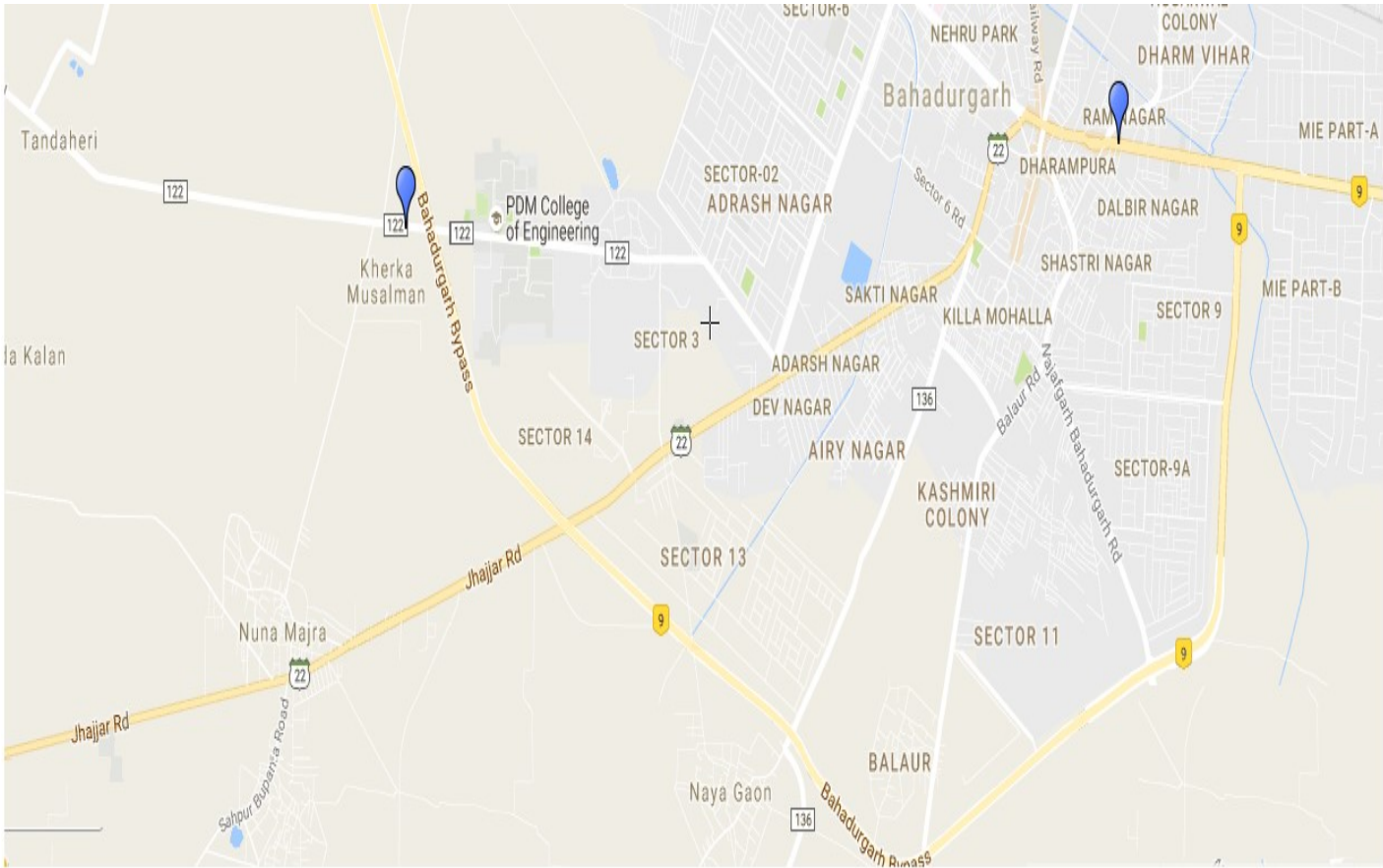
Name(s) and Address of Security holder(s)


Signature(s)

Name and Address of Witness

Signature

Route Map:



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

GENOMIC VALLEY BIOTECH LIMITED
Regd. Off: 4 KM STONE, BERRI CHHARRA ROAD, TEHSIL-BAHADURGARH
DISTT-JHAJJAR, HARYANA-124507
CIN: L01122HR1994PLC033029
Tele :- +91-9811341542
Email : genomicvalley@gmail.com
Visit : <http://www.genomicvalley.com>

NOTICE OF EXTRA-ORDINARY GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the members of Genomic Valley Biotech Limited will be held on Thursday, 14th day of February, 2019 at 11.00 A.M. at the Registered Office of the Company at 4 K.M. Stone, Berri Chharra Road, P.O. Tandaheri, Teh. Bahadurgarh, Dist. Jhajjar, Haryana-124507.

Notice of EGM has been dispatched to the members individually through e-mail whose e-mail ids are registered with the Company/Registrar & Transfer Agent and the physical copies of the same have been sent to the other members at their registered address by permitted mode whose e-mail ID is not so registered and the same is also available at the Company's website www.genomicvalley.com.

Notice is also hereby given, pursuant to Section 91 of the Companies Act, 2013 (the Act) read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 08th February, 2019 to Thursday, 14th February, 2019 (both days inclusive).

Members are hereby informed that in compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to its members holding shares either in physical form or in dematerialized form, as on 07.02.2019 (cut-off date) to enable them to cast their vote by electronic means on the Business that may be transacted through e-voting service provided by the Central Depository Services (India) Limited (CDSL). The instruction for e-voting are given in the Notice of EGM. The details pursuant to the provisions of the Act and the said rules are given hereunder:

- (a) Date of Completion of Dispatch of Notice : Tuesday, January 22, 2019
- (b) Date and Time of Commencement of E-Voting : Monday, February 11, 2019 from 9:00 A.M.
- (c) Date and Time of end of E-Voting : Wednesday, February 13, 2019 at 5:00 P.M.

For the benefit of members who do not access to the electronic voting facility for them the physical ballot form have been sent along with the Notice of EGM. The duly completed physical ballot form shall reach the Company at its registered office on or before 13th February, 2019 by 5:00 P.M.

The Members may note that e-voting by electronic mode will be allowed till February 13, 2019 upto 5:00 P.M. The Company has appointed Mr. Rohit Batham, Practicing Company Secretary, New Delhi, as the Scrutinizer for conducting the e-voting and physical ballot process in a fair and transparent manner.

The facility for e-voting through ballot/poll paper shall also be made available at the venue of the EGM. The Members attending the Meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the Meeting. The Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.

Persons becoming Members of the Company after the dispatch of the Notice of EGM but on or before cut-off Date may obtain the User ID and Password by sending a request at genomicvalley@gmail.com. However, if such member is already registered with CDSL for remote e-voting then he/she can use his/ her existing User ID and Password for casting the vote.

In the event of any grievance regarding the process and manner of electronic voting, members may go through the instructions in the Notice of EGM or visit CDSL's website www.evotingindia.com and in case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 18002005533. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Deputy Manager, (CDSL,) Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai-400013, or send an email to helpdesk.evoting@cdslindia.com or call 18002005533. Members may also write to the Company Secretary at the above mentioned e-mail ID i.e. genomicvalley@gmail.com or Registered Office address.

For and on behalf of
Genomic Valley Biotech Limited

Hitesh

Hitesh Kumar Drolia
Company Secretary & Compliance officer



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Hitesh

Hitesh Kumar
Company Secretary & Compliance officer

