# CRESANTO GLOBAL LIMITED (FORMERLY KNOWN AS RAYMED

LABS LIMITED)

33<sup>RD</sup>
ANNUAL REPORT (2024-2025)

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg. off.- C-273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

**Managing Directors' Speech** 

Dear Valued Shareholders,

On behalf of the Board of Directors, I present you the 33rd Annual Report of Cresanto Global Limited

(Formerly Known as Raymed Labs Limited).

Our aim is to become the most trusted and leading packaging and trading company in the global market.

We strive to be the preferred choice of our customers by consistently delivering high-quality, value-added

products with a strong commitment to timely service and reliability.

Operating in such a dynamic and essential industry brings great responsibility — and we are fully aware of

the trust our clients place in us. Whether it's flexible packaging solutions or trading a wide range of

materials, we pride ourselves on our adaptability, transparency, and customer-first approach.

Our vision extends beyond product delivery. We are committed to offering a complete and seamless

experience — from consultation to supply — ensuring quality, clear communication, and secure transactions

every step of the way.

We also understand the broader responsibilities that come with being part of this industry. Environmental

care, ethical trading practices, and social responsibility are at the heart of our operations. We continually

invest in eco-friendly materials, better technology, staff training, and responsible partnerships to help shape

a more sustainable future.

By staying agile, innovative, and ethically driven, we are building a stronger, smarter business - and

contributing to a better tomorrow.

Prashant Nathmal Bajaj

**Managing Director & CFO** 

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273 , C block , sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

Contents	Page No
Corporate Information	01 - 02
Notice of the Annual General Meeting	03 - 57
Directors Report	58 - 84
Management Discussion & Analysis Report	85 - 88
Secretarial Audit Report	89 - 96
Particulars of Employees and Managerial Remuneration	97 – 98
Certificate by CFO	99
Certificate of Non- Disqualification of Director	100 – 101
Independent Auditors Report	102- 117
Financials along with Notes and Policies	118- 152

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg. off.- C-273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

### **CORPORATE INFORMATION**

BOARD OF DIRECTORS	
Mr. Prashant Nathmal Bajaj	Managing Director & CFO (w.e.f. 08 <sup>th</sup> January, 2025)
Mr. Nishant Nathmal Bajaj	Non-Executive Director (w.e.f. 06 <sup>th</sup> November, 2024)
Mr. Hitesh Bajoria	Non-Executive Director (w.e.f. 08 <sup>th</sup> January, 2025)
Mrs. Urmila Hansraj Sharma	Non-Executive Director (w.e.f. 08 <sup>th</sup> January, 2025)
Mrs. Prity Bishwakarma	Non-Executive Independent Director (w.e.f. 25 <sup>th</sup> March, 2025)
Mr. Vipul Subhashchandra Dubev	Non-Executive Independent Director (w.e.f. 25 <sup>th</sup> March, 2025)

### **REGISTERED OFFICE & CORPORATE**

#### **OFFICE**

Registered Office: C- 273 , C block , sector 63 Noida, Noida, Gautam Buddha Nagar, Noida Uttar Pradesh, India, 201301

**Corporate Office:** 201, 2<sup>nd</sup> Floor, A wing Corporate Avenue, Next to Udyog Bhavan Sonawala Lane, Goregaon East, Mumba 400063

### **STATUTORY AUDITORS**

M/s. K T P S & Co., Chartered Accountants
Office No. 607, Corporate Annexe, Near Udyog
Bhawan, Sonawala Lane, Goregaon East,
Mumbai – 400063

### **BANKERS**

### Indian Overseas Bank,

GF, SM Lall House, Filka Building, Daftary Marg Malad East Mumbai - 400097

### IndusInd Bank,

Ground Floor, D B House, General Arun Kumar Vaidya Marg, Dindoshi, Goregaon, Mumbai, Maharashtra 400063

### CORPORATE IDENTIFICATION NO.

L22203UP1992PLC014240

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

### COMPANY SECRETARY &

### **COMPLIANCE OFFICER**

Ms. Shreya Dave (upto. 23<sup>rd</sup> August, 2024)

Ms. Roshni Kapshiwal (w.e.f  $06^{\text{th}}$  November,

2024 till 28<sup>th</sup> January, 2025)

Mr. Pankesh Sutariya (w.e.f. 25th March, 2025)

### **REGISTRAR & TRANSFER AGENT**

M/s. Beetal Financial and Computer Services

**Private Limited** 

Beetal House, 3rd Floor, 99, Madangir Village,

Behind Local Shopping Center, New Delhi -

110062

### **SECRETARIAL AUDITOR**

M/s. Nidhi Bajaj & Associates

Company Secretaries, Mumbai

### OTHER INFORMATION

LISTED ON- BSE Limited

WEBSITE- www.raymedlab.com

ISIN- INE741C01017 SCRIP CODE-

531207

#### INTERNAL AUDITOR

Mrs. Komal Bajaj

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273 , C block , sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

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

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF CRESANTO GLOBAL LIMITED (FORMERLY KNOWN AS RAYMED LABS LIMITED) WILL BE HELD ON MONDAY, 29<sup>th</sup> SEPTEMBER, 2025 AT 04:00 P.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OVAM') TO TRANSACT THE FOLLOWING BUSINESS:

### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To appoint a Director in place of Mr. Nishant Nathmal Bajaj (DIN: 06634036), who retires by rotation and being eligible, offers himself re-appointment.

### **SPECIAL BUSINESS**

### 3. APPOINTMENT OF SECRETARIAL AUDITOR:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on recommendation of Audit Committee and the Board of Directors, M/s. Nidhi Bajaj & Associates, Practicing Company Secretaries, (COP: 14596), be and are hereby appointed as Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years commencing from FY2025-26 to FY2029-30 to undertake Secretarial Audit of the Company, on such remuneration plus applicable taxes, travel and actual out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor from time to time.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

**RESOLVED FURTHER THAT** Mr. Prashant Nathmal Bajaj, Director and CFO or Mr. Pankesh Sutariya, Company Secretary and Compliance Officer of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

### 4. APPROVAL OF RELATED PARTY TRANSACTIONS:

To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution:** 

"RESOLVED THAT pursuant to Regulations 2(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), read with relevant Rules, if any, as amended from time to time and the Company's Policy on Related Party Transactions and based on the recommendation of the Audit Committee, approval of the Members, be and is hereby accorded to confirm and ratify any existing transaction(s), and/ or to enter into fresh material related party transaction(s) for giving or availing Loans, by way of contract(s)/arrangement(s) entered into or proposed to be entered into between the Related Parties as mentioned in the below appended table, whether as an individual transaction or series of transactions, during the period commencing from ensuing 33<sup>rd</sup> Annual General Meeting upto the 34<sup>th</sup> Annual General Meeting to be held in the calendar year 2026, on such terms and conditions as are/ may be agreed between the parties as per details set out in the explanatory statement, provided that such transactions, contracts or arrangements are carried out at arm's length basis and in the ordinary course of business:

Sr No.	Name of the parties	Relationship	Max. Amount (in crores)
1	Cresanto India Private Limited	Entity with Common Directors	20
2	Tidagela Ventures Private Limited	Entity with Common Directors	7.5
3	KVK Packaging LLP	Entity with Common Management	7.5
4	K8 Products LLP	Entity with Common Management	20
5	Koriander Consultants LLP	Entity with Common Management	7.5

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "Board" which term shall deem to include the Audit Committee of the Company or any other persons(s) authorised by the Board), be and is hereby authorised to perform and execute all such acts, deeds, matters, and things including delegation of any authority, as may be deemed necessary and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members."

**RESOLVED FURTHER THAT** Mr. Prashant Nathmal Bajaj, Director and CFO or Mr. Pankesh Sutariya, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to delegate all or any of the powers here in conferred, to a committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Scheme and settle any questions or difficulties that may arise in regard to the Scheme."

# 5. CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13, 14 and 15 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment(s), thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to no objection in the availability of the proposed name, as approved by the Central Registration Centre, Ministry of Corporate Affairs and subject to the approval of the Central Government and / or any other authority as may be necessary, the consent of the members of the company be and is hereby accorded for change of name of the Company from "Raymed Labs Limited" to "Cresanto Global Limited".

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

**RESOLVED FURTHER THAT** 1<sup>st</sup> Clause of the Memorandum of Association of the Company, relating to the Name of the Company, be and is hereby altered by deleting the same and substituting in its place and stead, the following as new 1<sup>st</sup> clause:

I. The name of the Company is "Cresanto Global Limited.

**RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies, consequent upon change of name, the old name "Raymed Labs Limited" wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name "Cresanto Global Limited".

RESOLVED FURTHER THAT any director or CFO or Company Secretary of the company as delegated by the Board, be and are hereby severally authorized on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company in General Meeting.

**RESOLVED FURTHER THAT** Mr. Prashant Nathmal Bajaj, Director and CFO or Mr. Pankesh Sutariya, Company Secretary and Compliance Officer of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

### 6. TO CONSIDER AND APPROVE REDUCTION IN THE SHARE CAPITAL OF THE COMPANY:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:** 

"RESOLVED THAT pursuant to Section 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder including the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("NCLT Rules") and any other applicable provisions of law (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), Article 38 of the Articles of Association of the Company and subject to the confirmation by the Hon'ble National Company Law Tribunal, Allahabad Bench ("NCLT") and such other approvals, consents, permissions and sanctions as may be required to be obtained from appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/or third parties and subject to the terms and conditions, as may be prescribed while granting such approvals, consents, permissions and sanctions by the NCLT and/or any other appropriate Governmental authorities, departments, offices, institutions, bodies, agencies and/or third parties connected with the Reduction of Share Capital and which may be agreed to by the Board of Directors of the Company ("Board") (which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board), the approval of the Shareholders of the Company ("Members") be and is hereby accorded to the Scheme of Reduction of Share Capital as submitted to BSE Limited, ("Scheme") and to reduce the accumulated losses of the Company to the extent of Rs. 3,84,61,500 (Rupees Three crores Eighty Four Lakhs Sixty one Thousand Five Hundred only) out of Total Accumulated Loss of Rs. 6,86,14,000/- (Rupees Six Crores Eighty Six Lakhs Fourteen Thousand Only) and the same to be set-off against the paid up capital of the Company from Rs. 4,27,35,000/- (Rupees Four Crores Twenty Seven Lakhs Thirty Five Thousand) comprising of 42,73,500 (Forty Two lakhs Seventy Three Thousand Five Hundred) equity shares of Rs. 10/- (Rupees Ten only) each to INR 42,73,500 /- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred Only) divided into 4,27,350 (Four Lakhs Twenty seven Thousand and Three Hundred Fifty) equity shares of Rs. 10/- (Rupees Ten only) each by writing-off against the Accumulated Losses to the tune of Rs. 3,84,61,500 (Rupees Three crores Eighty Four Lakhs Sixty one Thousand Five Hundred only).

**RESOVED FURTHER THAT** the issued, subscribed and paid-up equity share capital of the Company be reduced from Rs. 4,27,35,000/- (Rupees Four Crores Twenty Seven Lakhs Thirty Five Thousand) comprising of 42,73,500 (Forty Two lakhs Seventy Three Thousand Five Hundred) equity shares of Rs. 10/- (Rupees

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

Ten only) each to INR 42,73,500 /- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred Only) divided into 4,27,350 (Four Lakhs Twenty seven Thousand and Three Hundred Fifty) equity shares of Rs. 10/- (Rupees Ten only) each by writing-off against the Accumulated Losses to the tune of Rs. 3,84,61,500 (Rupees Three crores Eighty Four Lakhs Sixty one Thousand Five Hundred only), as on record date.

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby also accorded for Reduction of Share Capital of the Company by making corresponding adjustments by way of debit to: The paid-up equity share capital for 38,46,150 (Thirty Eight Lakhs Forty Six Thousand One Hundred and Fifty) equity shares of Rs. 10/- Indian Rupees Ten only).

RESOLVED FURTHER THAT upon confirmation of the Scheme by NCLT and the aforesaid authorities and becoming effective and operative, without any further act or deed by the equity shareholders (including but not limited to sending appropriate instructions to the depository participants NSDL and CDSL), the abovementioned equity shares of the Company i.e. 38,46,150 (Thirty Eight Lakhs Forty Six Thousand One Hundred and Fifty) equity shares of Rs. 10/- Indian Rupees Ten only) on record date shall stand cancelled, extinguished and rendered invalid without any obligations and consequences of whatsoever nature to the Company.

**RESOLVED FURTHER THAT** subject to confirmation of the Scheme by NCLT and all other approvals from any other appropriate authorities, the Company shall not be required to add the words "And Reduced" to its name subsequent to such reduction of equity share capital of the Company.

RESOLVED FURTHER THAT the Board and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to the resolution and the Scheme, including, making any modifications to the Scheme, statutory form filings, making application to authorities, regulatory or otherwise and to settle any matter, question, difficulty or doubt that may arise in regard to the Scheme as it may deem necessary, proper, desirable or expedient without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such acts and things done or

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

**RESOLVED FURTHER THAT** the Board and the Company Secretary of the Company be and are hereby severally authorized, in its absolute discretion, to bring into effect the abovementioned resolution on such other terms and conditions as it may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate bodies/authorities while according their sanction or consent to the Capital Reduction or to suspend, withdraw or revive the proposal for Capital Reduction from time to time as may be specified by any statutory authority or as the Board may suo-moto decide in its absolute discretion.

By Order the Board of Directors,

Date: 01<sup>st</sup> August, 2025

Place: Mumbai

**Registered Office:** 

Cresanto Global Limted

CIN: L22203UP1992PLC014240

C-273, C block, sector 63, Noida, Noida, Gautam

Buddha Nagar, Noida, Uttar Pradesh, India,

201301 Tel. No. 7338669898

Email address: <a href="mailto:raymedlabsltd@gmail.com">raymedlabsltd@gmail.com</a>

Website: www.raymedlab.com

Sd/-

Pankesh Sutariya

Company Secretary & Compliance officer

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

### **NOTES TO NOTICE**

- 1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
- 2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
- 3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
- 4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 5. Details of Directors retiring by rotation at this Meeting are provided in the "Annexure" to this Notice.
- 6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Beetal Financial and Computer Services Private Limited.

- 7. Queries, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
- 8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) on or before Monday, 22<sup>nd</sup> September, 2025.
- 9. In case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will be entitled to vote.
- 10. Members are requested to advise immediately about any change of address:
  - a) To their Depository Participants (DPs) in respect of their electronic share accounts.
  - b) To the Company's Registrar & Share Transfer Agents Beetal Financial and Computer Services Private Limited in respect of their physical share folios if, any.
- 11. Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company's Registrar and Share Transfer Agent.
- 12. The Notice of Annual General Meeting (AGM) of the Company circulated to the members of the Company will be made available on the Company's website at www.raymedlab.com.
- 13. The Company or its Registrars and Transfer Agents, Beetal Financial and Computer Services Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
- 14. SEBI has notified that requests for effecting transfer of securities shall not be processed by listed entities unless the securities are held in the dematerialized form with a depository. In view of the

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

above and to avail various other benefits of dematerialization like easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries, members are advised to dematerialize shares held by them in physical form.

- 15. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:
  - a. In respect of electronic holdings with the Depository through their concerned Depository Participants.
  - b. Members who hold shares in physical form are requested to register their e-mail ID with raymedlabsltd@gmail.com quoting your name and folio number.
- 16. M/s. Nidhi Bajaj & Associates, Practicing Company Secretary (COP No.: 14596), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 17. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 18. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <a href="www.raymedlab.com">www.raymedlab.com</a> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai
- 19. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, 22<sup>nd</sup> September, 2025 to Monday, 29<sup>th</sup> September, 2025 (both days inclusive) for annual closing for the financial year 2024-25.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Thursday, 25<sup>th</sup> September, 2025 at 09:00 A.M. and ends on Sunday, 28<sup>th</sup> September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> September, 2025.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

# A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of	Login Method
shareholders	
Individual	1. Existing IDeAS user can visit the e-Services website of NSDL Viz.
Shareholders	https://eservices.nsdl.com either on a Personal Computer or on
holding	a mobile. On the e-Services home page click on the "Beneficial
securities in	Owner" icon under "Login" which is available under 'IDeAS'
demat mode	section , this will prompt you to enter your existing User ID and
with NSDL.	Password. After successful authentication, you will be able to see
	e-Voting services under Value added services. Click on "Access to

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- If you are not registered for IDeAS e-Services, option to register
  is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register
  Online for IDeAS Portal" or click at
  <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
- 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

	NSDL Mobile App is available on  App Store Google Play	
Individual	1. Existing users who have opted for Easi / Easiest, they can login	
Shareholders	through their user id and password. Option will be made	
holding	available to reach e-Voting page without any further	
securities in	authentication. The URL for users to login to Easi / Easiest are	
demat mode	https://web.cdslindia.com/myeasi/home/login or	
with CDSL	www.cdslindia.com and click on New System Myeasi.	
	2. After successful login of Easi/Easiest the user will be also able to	
	see the E Voting Menu. The Menu will have links of <b>e-Voting</b>	
	service provider i.e. NSDL. Click on NSDL to cast your vote.	
	3. If the user is not registered for Easi/Easiest, option to register is	
	available at	
	https://web.cdslindia.com/myeasi/Registration/EasiRegistration	
	4. Alternatively, the user can directly access e-Voting page by	
	providing demat Account Number and PAN No. from a link in	
	www.cdslindia.com home page. The system will authenticate the	
	user by sending OTP on registered Mobile & Email as recorded in	
	the demat Account. After successful authentication, user will be	
	provided links for the respective ESP i.e. <b>NSDL</b> where the e-	
	Voting is in progress.	

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

Individual	You can also login using the login credentials of your demat account
Shareholders	through your Depository Participant registered with NSDL/CDSL for
(holding	e-Voting facility. upon logging in, you will be able to see e-Voting
securities in	option. Click on e-Voting option, you will be redirected to
demat mode)	NSDL/CDSL Depository site after successful authentication, wherein
login through	you can see e-Voting feature. Click on company name or e-Voting
their	service provider i.e. NSDL and you will be redirected to e-Voting
depository	website of NSDL for casting your vote during the remote e-Voting
participants	period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

# Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders	Members facing any technical issue in login can
holding securities in demat	contact NSDL helpdesk by sending a request at
mode with NSDL	evoting@nsdl.co.in or call at toll free no.: 1800 1020
	990 and 1800 22 44 30
Individual Shareholders	Members facing any technical issue in login can
holding securities in demat	contact CDSL helpdesk by sending a request at
mode with CDSL	helpdesk.evoting@cdslindia.com or contact at 022-
	23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat	Your User ID is:
(NSDL or CDSL) or Physical	
a) For Members who hold shares in	8 Character DP ID followed by 8 Digit
demat account with NSDL.	Client ID
	For example if your DP ID is IN300***
	and Client ID is 12***** then your
	user ID is IN300***12*****.
b) For Members who hold shares in	16 Digit Beneficiary ID
demat account with CDSL.	For example if your Beneficiary ID is
	12************ then your user ID
	is 12**********
c) For Members holding shares in	EVEN Number followed by Folio
Physical Form.	Number registered with the company
	For example if folio number is 001***
	and EVEN is 101456 then user ID is
	101456001***

- 5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
  - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to nishantbajajcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mhatre, Senior Manager, NSDL at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273 , C block , sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to <a href="mailto:raymedlabsltd@gmail.com">raymedlabsltd@gmail.com</a>
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to <a href="mailto:raymedlabsltd@gmail.com">raymedlabsltd@gmail.com</a>. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. <a href="mailto:Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode">Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.</a>
- $\textbf{3.} \quad \textbf{Alternatively shareholder/members may send a request to } \underline{\textbf{evoting@nsdl.co.in}} \ \textbf{for procuring user}$
- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

id and password for e-voting by providing above mentioned documents.

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who need assistance before or during the meeting, can contact NSDL on <a href="evoting@nsdl.com">evoting@nsdl.com</a>
   +91 22 48867000 or contact Amit Vishal, Deputy Vice President NSDL at evoting@nsdl.com or Sanjeev Yadav, Assistant Manager-NSDL at <a href="mailto:sanjeevy@nsdl.com">sanjeevy@nsdl.com</a>
- 6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at <a href="mailto:raymedlabsltd@gmail.com">raymedlabsltd@gmail.com</a> from Saturday, 20<sup>th</sup> September, 2025 (9:00 a.m. IST) to Monday, 22<sup>nd</sup> September, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

### **EXPLANATORY STATEMENT**

IN CONFIRMITY WITH THE PROVISONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE ITEM OF SPECIAL BUSINESS OF THE NOTICE AND THE SAME SHOULD BE TAKEN AS FORMING PART OF THE NOTICE

#### Item No. 3

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

The Board of Directors, at its meeting held on 01<sup>st</sup> August, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of Nidhi Bajaj & Associates, Practicing Company Secretary (ACS No. 28907, C.P. No.14596) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

Mr. Nidhi Bajaj, Founder of M/s. Nidhi Bajaj & Associates, Practicing Company Secretaries, is a Associate member of the Institute of Company Secretaries of India ("ICSI") and has more than 10 years of experience in corporate secretarial practices. She has experience in handling and advising on various company law and corporate law matters including incorporation of company, Preferential Issues of securities, Board, Committees and shareholders meetings, and restructuring of companies, certification & filing of various forms, returns and other documents with MCA, ROC, SEBI & Stock Exchanges.

M/s. Nidhi Bajaj & Associates, Practicing Company Secretaries has consented to its appointment as Secretarial Auditor, if appointed, and has confirmed that the firm holds a valid certificate of peer review issued by the ICSI. Further, Ms. Bajaj has confirmed that the firm is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg. off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is Rs. 25,000/-(Rupees Twenty Five Thousand Only). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of his term shall be fixed by the Board of Directors

based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members

is sought by passing the Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned

or interested, financially or otherwise, in the resolution.

Item No. 4:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into agreement within the thresholds and conditions mentioned in the resolution.

23

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg. off.- C-273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

The transaction amount involved in the Related Party Transaction as mention in the resolution exceeds the

threshold of 10% of the annual turnover, as per the last audited financial statements of the listed entity.

Accordingly, the matter is placed before the shareholders of the Company for approval through Resolution

No. 4.

Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The

Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain

consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of

Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the

said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary

course of business and also on arm's length basis.

The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the

management, as required by the law, at its meeting held on 01st August, 2025 reviewed and approved the

said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms'

length basis.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties

(whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve

the resolution set out at Item No. 4.

None of the Directors or Key Managerial Personnel / Promoter except Mr. Prashant Nathmal Bajaj, Managing

Director & CFO, and Mr. Nishant Nathmal Bajaj, Director, are deemed to be concerned or interested in

resolution no. 4 of this Notice to the extent of their shareholding in the Company, if any.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed

transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section

188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any

contract or arrangement which may be entered into by the Company, if such member is a related party.

24

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

Information required to be disclosed in the Explanatory Statement for Item Nos. 4 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024

Sr.no	Description	Particulars	
A sum	A summary of information provided by the management to the Audit Committee		
01.	Name of the related party and its	i. Cresanto India Private Limited	
	relationship with the listed entity or its	ii. Tidagela Ventures Private Limited	
	subsidiary, including nature of its	iii. KVK Packaging LLP	
	concern or interest (financial or	iv. K8 Products LLP	
	otherwise);	v. Koriander Consultants LLP	
		are the unlisted entities, classified as a Related Party due	
		to the existence of common directors/ Relative of	
		Common Director.	
02.	Type/ Nature, material terms, monetary	The Company proposes to enter into such	
	value and particulars of contracts or	Transaction(s)/ contract(s)/ Arrangement(s)/	
	arrangement	Agreement(s)/ loan transaction(s)/ sale or purchase of	
		goods or material/ availing or rendering of service(s)/	
		hiring and let on hire the equipment(s)/ to extend or	
		avail the corporate guarantee in lieu of loan taken and	
		such other business transaction(s) as and when required	
		by and inter-se.	
03.	Tenure of the transaction	From the conclusion of 33 <sup>rd</sup> Annual General meeting to	
		the 34 <sup>th</sup> Annual General Meeting to be held in the	
		Calendar year 2026	
04.	Value of Transaction	The transaction between the company and Related	
		parties at any point of time during the period shall not	
		exceed as follows:	

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273 , C block , sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

		i. Cresanto India Private Limited- 20 crores
		ii. Tidagela Ventures Private Limited- 7.5 crores
		iii. KVK Packaging LLP- 7.5 crores
		iv. K8 Products LLP- 20 crores
		v. Koriander Consultants LLP- 7.5 crores
05.	Percentage of annual consolidated	1. Standalone turnover in FY25: Nil.
	turnover of the Company considering	2. Consolidated turnover: Not applicable.
	FY25 as the immediately preceding	
	financial year	
06.	Justification for the transaction.	The proposed transaction would ultimately support and
		meets the business need of the Company. Further the
		proposed transaction also helps the company in
		expansion and development of its business.
Detai	ls of transaction relating to any loans, inter-	corporate deposits, advances or investments
made	or given by the listed entity or its subsidiar	y:
a.	details of the source of funds in	Not Applicable
	connection with the proposed	
	transaction	
b.	where any financial indebtedness is	At present the Company has not incurred any financial
	incurred to make or give loans, inter-	indebtedness to make or give loans, inter-corporate
	corporate deposits, advances or	deposits, advances or investment. The Company may in
	investments	future incur the same in order to meet the business
i .		
	- nature of indebtedness;	requirements.
	- nature of indebtedness; - cost of funds; and	requirements.
	·	requirements.
C.	- cost of funds; and	requirements.  Not Applicable
C.	- cost of funds; and - tenure	
C.	- cost of funds; and - tenure applicable terms, including covenants,	
c.	- cost of funds; and - tenure applicable terms, including covenants, tenure, interest rate and repayment	
C.	- cost of funds; and - tenure  applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or	

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

d.	the purpose for which the funds will be	The financial assistance will be utilized for business
	utilized by the ultimate beneficiary of	purposes including expansion, working capital
	such funds pursuant to the RPT	requirements and other business purposes.
e.	A statement that the valuation or other	Not Applicable
	external report, if any, relied upon by the	
	listed entity in relation to the proposed	
	transaction will be made available	
	through registered email address of the	
	shareholder	
f.	Percentage of counterparty's annual	Not Applicable.
	consolidated turnover that is	
	represented by the value of the proposed	
	RPT, on a voluntary basis	
g.	Name of the director or key managerial	i. Mr. Nishant Nathmal Bajaj, Promoter & Director.
	personnel who is related, if any and	ii. Mr. Prashant Nathmal Bajaj, Promoter & Managing
	nature of relationship.	Director.
		Both directors hold directorship and Partnership in
		entities as mention above, establishing the related party
		relationship.
h.	Any other information that may be	All important information forms part of the Explanatory
	relevant	Statement setting out material facts of the proposed
		RPTs.

### Item No. 5:

The Board of Directors, at its meeting held on 25<sup>th</sup> March, 2025, approved the proposal to change the name of the Company in accordance with the provisions of Sections 4, 13, 14, and 15 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014 (together, the "Rules"), and other applicable provisions, if any. This approval was also in line with Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modifications or re-enactments thereof.

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg. off.- C-273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

Pursuant to this approval, the application for change of name was submitted to the Registrar of Companies

(Central Processing Centre), which approved the change on 30<sup>th</sup> April, 2025, and issued a fresh Certificate

of Incorporation reflecting the Company's new name on the same date.

However, it was subsequently observed that the Notice of the Extraordinary General Meeting (EGM) dated

29th March, 2025 which sought shareholders' approval for the name change, did not annex a certificate from

the Statutory Auditor or a practicing Chartered Accountant confirming compliance with the conditions

prescribed under Regulation 45(1) of the SEBI Listing Regulations.

To rectify this inadvertent omission and ensure full regulatory compliance, a certificate from a Statutory

Auditor/practicing Chartered Accountant, confirming compliance with Regulation 45(1) of the SEBI Listing

Regulations, is enclosed with this AGM Notice as Annexure A.

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

financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if

any, in the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 of the accompanying

Notice for approval of the Members as a Special Resolution.

Item No. 6:

The proposed reduction of the equity share capital of Company is being undertaken in accordance with the

provisions of Section 66 read with other applicable provisions, if any, of the Companies Act, 2013 ("Act")

and the rules made there under and specifically the National Company Law Tribunal (Procedure for

Reduction of Share Capital of Company) Rules, 2016 ("NCLT Rules"), which permit a company to undertake

a reduction of its share capital in any manner and pursuant to Article 38 of Articles of Association of the

Company, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

Regulations") as amended from time to time and subject to confirmation by the National Company Law

Tribunal, Allahbad Bench ("NCLT").

28

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

The present business losses of the Company as on 31 March, 2025 stands at Rs. 6,86,14,000/- (Rupees Six Crores Sighty Six Lakhs Fourteen Thousand Only) and the same is not represented by any assets of the Company.

Further to the recent amendment to Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide Gazette Notification dated 12th December 2024, the Company As per the SEBI Circular bearing No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024 the Company not required to any application for obtaining any observation letter / no-objection letter from the BSE for the implementation of the Scheme of reduction of capital.

### **Exemption under Regulation 37(6):**

"Nothing contained in this regulation shall apply to draft schemes which solely provide for writing off the accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on a pro rata basis or against the reserves of the listed entity".

The proposed Reduction of Equity Share Capital of the Company will not have any adverse effect on the any of the Creditors of the Company or the Company's ability to fulfill its commitments or meet its obligations in the ordinary course of business as there is no pay-out resulting from the proposed Capital Reduction.

The Capital Reduction in the manner proposed would be beneficial to all the Shareholders of the Company as the same shall ensure that the total paid of equity share capital of the Company post reduction of capital of the Company will represent the actual available capital of the Company.

The Board proposes to reduce the share capital of the company by Rs. 3,84,61,500/- which amount to 90% reduction of capital of the Company.

- 1. setoff Rs. 3,84,61,500/- (Rupees Three crores Eighty Four Lakhs Sixty One Thousand Five Hundred Only) fully paid up capital of the Company against the accumulated Loss of Rs. 3,84,61,500/- (Rupees Three crores Eighty Four Lakhs Sixty One Thousand Five Hundred Only);
- 2. Accordingly, the Subscribed and Fully Paid-up Share Capital of the Company shall stand reduced from Rs. 4,27,35,000 (Four Crores Twenty Seven Lakhs Thirty Five Thousand Only) consisting of 42,73,500

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only), to Rs. 42,73,500/- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred Only) divided in to 4,27,350 (Four Lakhs Twenty Seven Thousand Three Hundred and Fifty) Equity Shares of Rs. 10/- (Ten only) each;

3. Post reduction of capital of the Company, the subscribed and paid of capital of the company will be of Rs. 42,73,500/- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred Only) divided in to 4,27,350 (Four Lakhs Twenty Seven Thousand Three Hundred and Fifty) Equity Shares of Rs. 10/- (Ten only) each;

The Company shall also with make all applications/petitions under Section 66 of the Companies Act, 2013, National Company Law Tribunal (Procedure For Reduction Of Share Capital Of Company) Rules, 2016) and other applicable provisions of the Act to the NCLT of Judicature at Allahabad for sanctioning of this Reduction of Capital of the Company under the Provisions of Companies Act, 2013 and rules framed there under and obtain all approvals as may be required under law.

### RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

- a. The Company's financial statement currently reflects Accumulated Losses (debit balance of Profit & Loss Account) to the tune of based on Audited Standalone Financial statements for the year ended March 31, 2025. The present issued, subscribed and paid- up share capital of the Company is Rs. 4,27,35,000/- (Rupees Four Crore Twenty Seven Lakhs Thirty Five Thousand Only) comprising of 42,73,500 equity shares of Re. 10/each. Accumulated Losses have substantially wiped off the value represented by the Share Capital. This has given to the need for readjustment of share capital account in its books of accounts.
- b. Losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-adjust the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts. The Company has evaluated the effect of this upon the Company's functioning and has carefully examined different options available to the Company. After detailed deliberations, the Board of Directors of the Company is of the view that reduction of capital In accordance with section 66 of the Companies Act, 2013 read with National

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016, is the only practical and economically efficient legal option available to the Company. In order to reflect its assets and liabilities at their real value and maximize its business value, the Company proposes to reduce the equity share capital of the company in accordance with Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.

- c. The Scheme of Reduction of Share Capital is presented with a view to achieve restructuring of the Company which would result in reducing of the accumulated losses of the Company and improvement in financial health as more business activities shall be brought into the Company thereby preventing it from becoming a sick Company.
- d. By virtue of Article 38 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Act.
- e. Accordingly, on the effective date and after securing necessary approvals and permissions, the Company shall reduce its fully paid up equity share capital from Rs.4,27,35,000 (Four Crores Twenty Seven Lakhs Thirty Five Thousand) divided into 42,73,500 (Forty Two lakhs Seventy Three Thousand Five Hundred) Equity Shares of Rs.10/- each to Rs.42,73,500/- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred) divided in to 4,27,350 (Four Lakhs Twenty Seven Thousand Three Hundred and Fifty) Equity share of Rs.10/- each. The accumulated losses of Rs.6,86,14,000/- (Rupees Six Crores Eighty Six Lakhs Fourteen Thousand) will be set off to the extent of the share capital cancelled i.e. 90% of Rs.4,27,35,000/- (Four Crores Twenty Seven Lakhs Thirty Five Thousand) which will amount to Rs.3,84,61,500/- (Rupees Three crores Eighty Four Lakhs Sixty One Thousand Five Hundred) with effect from the appointed date.
- f. The reduction envisaged under this Scheme will not result in any change in the shareholding of the Members of the Company and would not in any way have any adverse effect on the Company's ability to honour its commitments or meet its obligations in the ordinary course of business and that the reduction of share capital shall not cause any shareholder to hold in fraction shares, if any caused by the reduction of share capital, the same shall be rounded off to one share and the same would be

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

allotted to the shareholders. Simultaneously, the increase in the number of shares due to rounding off will be forgone by Mr. Nishant Bajaj, Director and Promoter of the Company thus keeping the paid-up Share Capital intact to Rs. 42,73,500/- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred) divided in to 4,27,350 (Four Lakhs Twenty Seven Thousand Three Hundred and Fifty) Equity share of Rs.10/- each.

g. The Board of Directors of the Company, therefore, believe that in order to give a fair position of the affairs of the Company, inter alia, provided an in-principle approval to consider reducing the share capital of the Company by such number of equity shares which is equal to the number of subscription shares, by cancelling and extinguishing 90% of the total paid up share capital i.e. 38,46,150 (Thirty Eight lakhs Forty Six Thousand One Fifty) equity shares of face value Rs.10/- (Indian Rupees Ten) per equity shares proportionately without payment of any consideration to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations and sanctions of the requisite majority of the Shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.

### **OBJECTS / BENEFITS ARISING OUT OF THE SCHEME**

- a. Under this Scheme, if approved, the books of the Company would better represent its financial position which would help the Company position itself better in the market and undertake business activities efficiently. This would be value accretive to the Shareholders as well, as their holdings would yield better results.
- b. The adjustment / set off of the balance in Share Capital Account would not have any impact on the shareholding pattern.
- c. The proposed restructuring under the Scheme, if approved, would enable the Company to explore opportunities for the benefit of its Shareholders, including the form of dividend payments, in terms of the applicable laws.
- d. The Scheme, if approved, may enable the Company to explore opportunities that it was unable to take advantage of because of it experiencing Accumulated Losses.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

e. The reduction of Share Capital Account in the manner proposed would enable the Company to have a rational structure which is commensurate with its business and assets.

- f. The Scheme of reduction, after full implementation, will result in making the Company's balance sheet leaner and downsized.
- g. The proposed Scheme would be for the overall benefit of the Company, its creditors, its Shareholders and all other stakeholders.
- h. The reduction of the Paid-up share capital of the Company by way of adjustment/set off the Accumulated Losses against the amount lying in the Share Capital Account of the Company.
- i. The Scheme, if approved, would provide greater flexibility to the Company in raising funds either from the capital market or from any bank/ financial institutions in the form of equity or debt, depending on the business needs of the Company.
- j. The consent of the Shareholders of the Company to this Scheme of reduction of Share Capital of the Company shall be taken through a resolution under the provisions of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable).
- k. The Scheme is merely a reduction in the Share Capital of the Company prepared in terms of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable) and does not envisage transfer, conveyance or vesting of any of the properties and / or liabilities of the Company to any person or entity. Consequently, the order of NCLT approving the scheme would not attract any stamp duty in this regard under the applicable provisions of the Indian Stamp Act, 1899 or the Maharashtra Stamp Act, 1958.

### **EFFECTS OF THE SCHEME**

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

a. The proposed reduction of Share Capital Account against the Accumulated Losses shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

The pre and post reduction of Share Capital Account of the Company against its Accumulated Losses:

Particulars	As on date of	of approval of	Post Capital Reduction in terms	
	the Scheme	by Board of	of this Scheme	
	directors			
	No. of Equity	Amount	Number of	Amount
	Shares	(in Rs.)	Equity Shares	(Rs.)
Authorized Equity Share	50,00,000	5,00,00,000	50,00,000	5,00,00,000
Capital				
Issued, Subscribed, Paid	42,73,500	4,27,35,000	4,27,350	42,73,500
up Equity Share Capital				

#### Other Equity:

Particulars	Pre Capital	Post Capital reduction	Net reduction (in
	reduction (in Rs.)	(in Rs.)	Rs.)
Retained Earnings i.e.	(6,86,14,000)/-	(3,01,52,500)/-	3,84,61,500/-
Accumulated Losses			

- b. Upon Scheme being effective, the amount standing to the credit of the Share Capital Account shall get reduced from Rs.4,27,35,000 (Four Crores Twenty Seven Lakhs Thirty Five Thousand) divided into 42,73,500 (Forty Two lakhs Seventy Three Thousand Five Hundred) Equity Shares of Rs.10/- each to Rs.42,73,500/- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred) divided in to 4,27,350 (Four Lakhs Twenty Seven Thousand Three Hundred and Fifty) Equity share of Rs.10/- each.
- c. The Scheme is only for reduction of Share Capital of the Company, and it does not envisage transfer or vesting of any properties and /or liabilities to or in favour of the Company.
- d. The proposed reduction of Paid-up Share Capital of the Company by way of writing off the Accumulated losses against the amount lying in the Share Capital Account of the company will be for

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

the benefit of the Company, its creditors, shareholders and all the concerned stakeholders. Such reduction will not cause any prejudice to the creditors of the Company. The reduction of Share Capital Account would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay its debts in the ordinary course of the business.

e. The Company shall not be required to use the words "AND REDUCED" as part of its corporate name and such use is dispensed with.

#### ACCOUNTNG TREATMENT

The Company shall pass appropriate entries as per the applicable accounting policies and accounting standards (specified is section 133 or any other provision of the Act) as regards accounting for the reduction of writing off the Accumulated Losses. The adjustment / reduction, in the Share capital account of the Company shall be effected as an integral part of the Scheme in accordance with the provisions of Section 66 and other applicable provisions of the Act and the order of the National Company Law Tribunal sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purpose of confirming the reduction and no further act, deed, or thing as required under the provisions of the Act would be required. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

#### **FRACTIONAL SHRAES:**

In respect of the fractional shares, if any, caused by the reconstruction/ restructuring of capital, the same shall be rounded off to one share.

#### PRE AND POST SHAREHOLDING PATTERN

The shareholding pattern of the company prior to the reduction and post reduction, as proposed in terms of the resolution shall be as follows:-

No.	Category	Prior to Reduction		Post reduction	
		No. of Shares % of		No. of	% of Share-
		held	Share-	Shares held	holding
			holding		
Α	Promoters holding:				
A1	Indian:				

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

1.	Individuals/HUF	13,79,217	32.27	1,37,922	32.27
2.	Bodies Corporate	-	-	-	-
3.	Financial Institutions/	-	-	-	-
	Banks				
4.	Trust	-	-	-	-
5.	Others	-	-	-	-
	Sub-Total (A1)	13,79,217	32.27	1,37,922	32.27
A2	Foreign Promoters	-	-	-	-
	Sub-Total (A2)	-	-	-	-
	TOTAL A (A1+A2)	13,79,217	32.27	1,37,922	32.27
В	Non-Promoters holding:				
B1.	Institutions				
	Financial Institutions/	41,000	0.96	4,100	0.96
	Banks				
	Sub-Total (B1)	41,000	0.96	4,100	0.96
B2.	Non-Institution:				
	Bodies Corporate	6,82,952	15.98	68,295	15.98
	Individuals	18,77,548	43.93	1,87,755	43.93
	Clearing Members	50	0.00	5	0.00
	HUF	35,233	0.82	3,523	0.82
	NRI's	2,57,500	6.02	25,750	6.02
	Others	-	-	-	
	Sub-Total (B2)	28,53,283	66.77	2,85,328	66.77
	TOTAL B (B1+B2)	28,94,283	67.73	2,89,428	67.73
	GRAND TOTAL (A+B)	42,73,500	100	4,27,350	100

#### **CANCELLATION OF SHARES**

Upon this reduction becoming finally effective, to all the shareholders in the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Those share holders whose holding presently in physical code, the company will issue and allot entitled shares post reduction of capital new share certificates to the Shareholders whose names shall appear

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg. off.- C-273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital and the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

The Company instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

#### **IMPACT OF SCHEME ON EMPLOYEES**

The Scheme shall not have any adverse impact on the employees / workers of the Company, and they would, in fact be generally benefited due to improved financial position of the Company.

#### IMPACT OF THE SCHEME ON CREDITORS / LENDERS / FINANCIAL INSTITUTIONS/ BANKERS

The proposed scheme would not in any way adversely affect any of the Company's creditors/ lenders/ financial institutions/ Banks. They would in fact be generally benefitted as the Scheme would help improving the financial position of the Company. The proposed reduction in share capital in any manner whatsoever does not, alter, vary, or affect the payment of any types of dues or outstanding amounts including all or any of the statutory dues payable or outstanding.

#### **APPLICATION TO THE TRIBUNAL**

The Company shall make applications/petitions under Section 66 and other applicable provisions of the Act to the National Company Law Tribunal, Allahabad Bench for the sanction of this Scheme, minute of reduction and all matters ancillary or incidental thereto.

#### **MODIFICATIONS / AMENDMENTS TO THE SCHEME**

The Company, by its Board or such other committee/ person or persons, as the Board may authorize, may make, or affect or assent to any modification or amendment of the Scheme which the Hon'ble National Company Law Tribunal, Allahabad Bench, the SEBI, the Stock Exchange and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable by the Board for settling any question or doubt or difficulty that may arise for implementing and/ or carrying out the Scheme or otherwise howsoever arising out of or under or by virtue of the Scheme and/ or any matter

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India,

201301, Website- www.raymedlab.com

Email- raymedlabs@rediffmail.com, Phone no. 7738669898

concerned or connected herewith, as may be considered by the Board to be in the best interest of the Company and its Shareholders including the withdrawal of the Scheme, and do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to the Scheme.

#### Scheme of Reduction of Capital is attached as "Annexure B"

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

By Order the Board of Directors,

Date: 01<sup>st</sup> August, 2025

Place: Mumbai

**Registered Office:** 

Cresanto Global Limted

CIN: 22203UP1992PLC014240

C-273, C block, sector 63, Noida, Noida, Gautam

Buddha Nagar, Noida, Uttar Pradesh, India,

201301 Tel. No. 773866988

Email address: raymedlabsltd@gmail.com

Website: www.raymedlab.com

Sd/-

Pankesh Sutariya

Company Secretary & Compliance officer

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

#### "ANNEXURE A" TO THE NOTICE

Details of Directors pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below:

Name of the Director	Mr. Nishant Nathmal Bajaj
DIN	06634036
Date of Birth	20 <sup>th</sup> June, 1987
Designation	Non-Executive Director
Age	38 years
Date of appointment	06 <sup>th</sup> November, 2024
Nationality	Indian
Qualification	Company Secretary (CS) and LLB
Expertise in specific functional area	Corporate Law
Names of listed entities in which the person	1. Cresanto Global Limited (Formerly Known as Raymed
holds Directorship(s)	Labs Limited)
Listed entities from which the person has	NA
resigned in the past three (3) years	
Shareholding in the Company (as at $31^{\text{st}}$	3,86,597
March, 2025)	
Relationship with Directors and Key	Related to Mr. Prashant Nathmal Bajaj, Managing
Managerial Personnel	Director of the Company.
Details of remuneration sought to be paid	-
Details of remuneration last drawn from the	-
Company	
Chairmanship/ Membership of the	Stakeholder Relationship Committee (Member), Audit
Committees of the Board of the Directors (as	Committee (Member), Nomination & Remuneration
on 31 <sup>st</sup> March, 2025)	Committee (Member)
Memberships / Chairmanships of	NA
Committees of other Companies	
Terms and Conditions of appointment	Non-Executive Director, liable to retire by rotation





To,

#### **Cresanto Global Limited**

(Formerly known as Raymed Labs Limited)

#### **Registered Office:**

C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh 201301

#### **Corporate Office:**

201, A wing, 2<sup>nd</sup> Floor, Corporate Avenue, Next to Udyog Bhavan, Sonawala Lane, Goregaon East, Mumbai 400063

### Sub: Certificate complying provision of Regulation 45 (1) of SEBI (LODR) Regulations, 2015:

In context of above captioned subject, M/s. K.T.P.S & Co., Chartered Accountants, have examined the relevant records of the Company and information and documents provided by management of the Company for issue Certificate stating compliance with the conditions specified in Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company from "Raymed Labs Limited" to "Cresanto Global Limited".

Based on our examination and according to information and explanation given to us and pursuant to the requirement of provision of Regulation 45(1) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that:

- Time period of at least one year has elapsed from the last name change: Not Applicable.
- 2. Atleast fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name;
  Not Applicable



# 3. The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity:

The company has invested the amount in the new activities which is more than 50% of the assets of Company.

This Certificate is issued at the request of the Company for submission to Stock Exchange(s), where Equity Shares of the Company is listed.

Thanking You.

Yours Faithfully,

For K.T.P.S & Co.

**Chartered Accountants** 

FRN -/134942V

CA Anurag Khandelia

Partner

Mem No. - 172909

Date: 30th August, 2025

Place: Mumbai

UDIN: 25/72909 BMIGHE 3234

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240
Chlock gostor 62 Contam Buddha Nagar Naida

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

"Annexure B" to Notice

### SCHEME OF REDUCTION OF CAPITAL

### **BETWEEN**

**CRESANTO GLOBAL LIMITED** 

(FORMERLY KNOWN AS RAYMED LABS LIMITED)

**AND** 

### ITS SHAREHOLDERS

# UNDER SECTION 66 AND OTHER APPLICABLE SECTIONS

**OF THE COMPANIES ACT, 2013** 

**AND** 

NATIONAL COMPANY LAW TRIBUNAL

(PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY)

**RULES, 2016** 

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

### PREAMBLE OF THE SCHEME

This Scheme of Reduction of Share Capital is presented by CRESANTO GLOBAL LIMITED (Formerly known as RAYMED LABS LIMITED) ("the Company"), pursuant to the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 ("the Act") and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 ('Scheme').

#### PARTS OF THE SCHEME:

This Scheme is divided into the following parts:

- Part 1 deals with the Definitions;
- Part 2 deals with the details of the Company;
- Part 3 deals with Reduction of Share Capital of the company; and
- Part 4 deals with the General Clauses, other Terms and conditions

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

### **PART 1: DEFINITIONS**

### 1. **DEFINITIONS**

For the purposes of this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meanings mentioned herein below:

- 1.1 "Act" means the Companies Act, 2013 and the rules, regulations, circulars and notifications issued there under, including without limitation the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, each as amended from time to time;
- 1.2 "Accumulated Losses" shall mean the losses that have been brought forward from previous years and having such amount as shown in the Audited Standalone Financials of the Company as on March 31, 2025;
- 1.3 "Appointed Date" means 1st April, 2025 or such other date as may be approved by the National Company Law Tribunal or such appropriate authorities;
- 1.4 "Applicable laws" means any relevant statute, notification, by-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, schemes, notices, treaties, judgement, decree, approvals, orders or instructions enacted or issued or sanctioned by any Governmental and Registration Authority, having the force of law and as applicable to the Company;
- 1.5 "Board" or "Board of Directors" means the board of directors of the Company including any duly constituted committee(s) thereof;
- 1.6 "BSE" shall mean BSE Limited;
- 1.7 "Company" means "Cresanto Global Limited", formerly known as "Raymed Labs Limited", a company incorporated under the provisions of Companies Act, 1956 having its registered office at C- 273, C Block, Sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301 and Corporate office at 208, A wing, 2<sup>nd</sup> Floor, Corporate Avenue, Next to Udyog Bhavan, Sonawala Lane, Goregaon East, Mumbai, Maharashtra 400063
- 1.8 "Effective Date" means the date on which the certified copy of the order passed by the NCLT sanctioning the Scheme and minute of reduction is filed with the Registrar of Companies.
- 1.9 **"Equity Shares"** means fully paid-up equity shares of Rs. 10/- each issued by the Company;
- 1.10 "Ind AS" means the Indian Accounting Standards prescribed under Section 133 of the Act;
- 1.11 "Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 1.12 "RoC" means the Registrar of Companies, Kanpur;

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

- Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
  Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898
  - 1.13 "Rules" means National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016;
  - 1.14 "Scheme" or "this Scheme" or "the Scheme" means the present Scheme of Reduction of Share Capital between the Company and its Shareholder in its present form or with such alterations(s)/modification(s) as may be approved, imposed or directed by NCLT;
  - 1.15 "SEBI" mean the Securities and Exchange Board of India;
  - 1.16 "SEBI Circular" means SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155, dated November 11, 2024, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
  - 1.17 "**Stock Exchange**" means the stock exchanges where the equity shares of the Company are listed and are admitted to trading;
  - 1.18 "**Tribunal**" or "NCLT" means the National Company Law Tribunal, Allahabad bench.
  - 1.19 "**Record Date**" means the date to be fixed by Board of Directors for the reduction of share capital as per the scheme.

All terms and words not defined in the Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Exchange Board of India Act, 1992, Listing Regulations and other applicable laws, rules, regulations, bye laws, as the case may be or any statutory modifications or reenactment thereof from time to time.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

### **PART 2: DETAILS OF THE COMPANY**

### 2.1 INCORPORATION OF THE COMPANY

The Company was incorporated as a private limited company on March 30, 1992, under the provisions of the Companies Act, 1956, in the name and style of Raymed Labs Private Limited. Pursuant to a special resolution passed by the members on September 27, 1993, the Company was converted into a public limited company and consequently renamed as Raymed Labs Limited.

Further, at the Extra-Ordinary General Meeting held on April 21, 2025, the members approved the change of name of the Company from Raymed Labs Limited to Cresanto Global Limited.

The current registered office of the Company is situated at C- 273, C Block, Sector 63, Noida, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301 and Corporate office situated at 208, A wing, 2<sup>nd</sup> Floor, Corporate Avenue, Next to Udyog Bhavan, Sonawala Lane, Goregaon East, Mumbai, Maharashtra 400063The Corporate Identification Number (CIN) of the Company is L22203UP1992PLC014240.

The Equity shares of Company is listed on BSE Limited. This Scheme of reduction of Share Capital (hereinafter referred to as "the Scheme") is made pursuant to the provisions of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable) and provides for writing off the accumulated losses against the paid up share capital of the Company with effect from the Appointed Date.

### 2.2 MAIN OBJECTS OF THE COMPANY

The Memorandum of Association of the Company sets out inter alia the following objects:

1. To act as a broker, dealer, importer, exporter, stockiest, distributor, supplier, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house, and to engage in buying, selling, reselling, supplying, marketing, and promoting all kinds of goods and services, including but not limited to FMCG products, plastic products, spares, or accessories, through online and offline markets on a retail and wholesale basis.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

- 2. To carry on business as manufacturers, producers, dealers importers, exporters, traders, retailers, for all kinds of packaging and allied products made out of paper, plastic, foils, Decoration, printing on paper sheets and allied products for food packaging, commercial, industrial, Government or public use.
- 3. To carry on the business of manufacture, processors, designers, buyers, sellers, exporters, importers and/or otherwise, dealers in all kinds of card board packing, corrugated packing, pillow packing, plastic packing, polythene packing, gunny bags, containers, bottles, hollow wares, whether made of plastic or any manmade fibre, leather or of other material including high and low density polythene, poly propylene plastic, P.V.C. chemical and other man-made fibrous material, used in manufacture of card board packing, corrugated packing, plastic packing, polythene packing, gunny bags, containers, bottles, hollow wares.

### 2.3 CAPITAL STRUCTURE OF THE COMPANY

The Capital Structure of the Company as per the audited standalone financial statement as on March 31, 2025 is as under:

Particulars	Amount (Rs. in
	Lakhs)
Authorised Share Capital	
50,00,000 Equity Shares of Rs.10 each	500.00
Issues, Subscribed and paid up Capital	
42,73,500 Equity Shares of Rs.10 each fully paid up	427.35
Total	427.35

Subsequently, there has been no change in the Authorised, Issued, Subscribed and paid-up share capital of the Company till the date of the approval of the proposed Scheme by the Board of Directors. Further, the Company has its Equity Shares listed on BSE.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

### PART 3: REDUCTION OF SHARE CAPITAL OF THE COMPANY

### 3.1 RATIONALE AND PURPOSE OF THE REDUCTION

- a. The Company's financial statement currently reflects Accumulated Losses (debit balance of Profit & Loss Account) to the tune of based on Audited Standalone Financial statements for the year ended March 31, 2025. The present issued, subscribed and paid- up share capital of the Company is Rs. 4,27,35,000/- (Rupees Four Crore Twenty Seven Lakhs Thirty Five Thousand Only) comprising of 42,73,500 equity shares of Re. 10/each. Accumulated Losses have substantially wiped off the value represented by the Share Capital. This has given to the need for readjustment of share capital account in its books of accounts.
- b. Losses have substantially wiped off the value represented by the Share Capital thus the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-adjust the relation between capital and assets and to accurately and fairly reflect the liabilities and assets of the Company in its books of accounts. The Company has evaluated the effect of this upon the Company's functioning and has carefully examined different options available to the Company. After detailed deliberations, the Board of Directors of the Company is of the view that reduction of capital In accordance with section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016, is the only practical and economically efficient legal option available to the Company. In order to reflect its assets and liabilities at their real value and maximize its business value, the Company proposes to reduce the equity share capital of the company in accordance with Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.
- c. The Scheme of Reduction of Share Capital is presented with a view to achieve restructuring of the Company which would result in reducing of the accumulated losses of the Company and improvement in financial health as more business activities shall be brought into the Company thereby preventing it from becoming a sick Company.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

- d. By virtue of Article 38 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Act.
- e. Accordingly, on the effective date and after securing necessary approvals and permissions, the Company shall reduce its fully paid up equity share capital from Rs.4,27,35,000 (Four Crores Twenty Seven Lakhs Thirty Five Thousand) divided into 42,73,500 (Forty Two lakhs Seventy Three Thousand Five Hundred) Equity Shares of Rs.10/- each to Rs.42,73,500/- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred) divided in to 4,27,350 (Four Lakhs Twenty Seven Thousand Three Hundred and Fifty) Equity share of Rs.10/- each. The accumulated losses of Rs.6,86,14,000/- (Rupees Six Crores Eighty Six Lakhs Fourteen Thousand) will be set off to the extent of the share capital cancelled i.e. 90% of Rs.4,27,35,000/- (Four Crores Twenty Seven Lakhs Thirty Five Thousand) which will amount to Rs.3,84,61,500/- (Rupees Three crores Eighty Four Lakhs Sixty One Thousand Five Hundred) with effect from the appointed date.
- f. The reduction envisaged under this Scheme will not result in any change in the shareholding of the Members of the Company and would not in any way have any adverse effect on the Company's ability to honour its commitments or meet its obligations in the ordinary course of business and that the reduction of share capital shall not cause any shareholder to hold in fraction shares, if any caused by the reduction of share capital, the same shall be rounded off to one share and the same would be allotted to the shareholders. Simultaneously, the increase in the number of shares due to rounding off will be forgone by Mr. Prashant Bajaj, Managing Director and Promoter of the Company thus keeping the paid-up Share Capital intact to Rs.42,73,500/- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred) divided in to 4,27,350 (Four Lakhs Twenty Seven Thousand Three Hundred and Fifty) Equity share of Rs.10/- each.
- g. The Board of Directors of the Company, therefore, believe that in order to give a fair position of the affairs of the Company, inter alia, provided an in-principle approval to consider reducing the share capital of the Company by such number of equity shares which is equal to the number of subscription shares, by cancelling and extinguishing 90% of the total paid up share capital i.e. 38,46,150 (Thirty Eight lakhs Forty Six Thousand One Fifty) equity shares of face value Rs.10/- (Indian Rupees Ten) per equity shares proportionately

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

without payment of any consideration to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations and sanctions of the requisite majority of the Shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.

### 3.2 OBJECTS/ BENEFITS ARISING OUT OF THE SCHEME:

- a. Under this Scheme, if approved, the books of the Company would better represent its financial position which would help the Company position itself better in the market and undertake business activities efficiently. This would be value accretive to the Shareholders as well, as their holdings would yield better results.
- b. The adjustment / set off of the balance in Share Capital Account would not have any impact on the shareholding pattern.
- c. The proposed restructuring under the Scheme, if approved, would enable the Company to explore opportunities for the benefit of its Shareholders, including the form of dividend payments, in terms of the applicable laws.
- d. The Scheme, if approved, may enable the Company to explore opportunities that it was unable to take advantage of because of it experiencing Accumulated Losses.
- e. The reduction of Share Capital Account in the manner proposed would enable the Company to have a rational structure which is commensurate with its business and assets.
- f. The Scheme of reduction, after full implementation, will result in making the Company's balance sheet leaner and downsized.
- g. The proposed Scheme would be for the overall benefit of the Company, its creditors, its Shareholders and all other stakeholders.
- h. The reduction of the Paid-up share capital of the Company by way of adjustment/set off the Accumulated Losses against the amount lying in the Share Capital Account of the Company.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

- i. The Scheme, if approved, would provide greater flexibility to the Company in raising funds either from the capital market or from any bank/ financial institutions in the form of equity or debt, depending on the business needs of the Company.
- j. The consent of the Shareholders of the Company to this Scheme of reduction of Share Capital of the Company shall be taken through a resolution under the provisions of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable).
- k. The Scheme is merely a reduction in the Share Capital of the Company prepared in terms of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable) and does not envisage transfer, conveyance or vesting of any of the properties and / or liabilities of the Company to any person or entity. Consequently, the order of NCLT approving the scheme would not attract any stamp duty in this regard under the applicable provisions of the Indian Stamp Act, 1899 or the Maharashtra Stamp Act, 1958.

### 3.3 EFFECTS OF THE SCHEME:

a. The proposed reduction of Share Capital Account against the Accumulated Losses shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

The pre and post reduction of Share Capital Account of the Company against its Accumulated Losses:

Particulars	As on date of approval of the Scheme by Board of directors		•	
	No. of Equity Shares	Amount (in Rs.)	Number of Equity Shares	Amount (Rs.)
Authorized Equity Share Capital	50,00,000	5,00,00,000	50,00,000	5,00,00,000

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

Issued,	42,73,500	4,27,35,000	4,27,350	42,73,500
Subscribed,				
Paid up Equity				
Share Capital				

### **Other Equity:**

Particulars	Pre Capital	Post Capital	Net reduction
	reduction (in	reduction (in	(in Rs.)
	Rs.)	Rs.)	
Retained Earnings	(6,86,14,000)/-	(3,01,52,500)/-	3,84,61,500/-
i.e. Accumulated			
Losses			

- b. Upon Scheme being effective, the amount standing to the credit of the Share Capital Account shall get reduced from Rs.4,27,35,000 (Four Crores Twenty Seven Lakhs Thirty Five Thousand) divided into 42,73,500 (Forty Two lakhs Seventy Three Thousand Five Hundred) Equity Shares of Rs.10/- each to Rs.42,73,500/- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred) divided in to 4,27,350 (Four Lakhs Twenty Seven Thousand Three Hundred and Fifty) Equity share of Rs.10/- each.
- c. The Scheme is only for reduction of Share Capital of the Company, and it does not envisage transfer or vesting of any properties and /or liabilities to or in favour of the Company.
- d. The proposed reduction of Paid-up Share Capital of the Company by way of writing off the Accumulated losses against the amount lying in the Share Capital Account of the company will be for the benefit of the Company, its creditors, shareholders and all the concerned stakeholders. Such reduction will not cause any prejudice to the creditors of the Company. The reduction of Share Capital Account would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay its debts in the ordinary course of the business.
- e. The Company shall not be required to use the words "AND REDUCED" as part of its corporate name and such use is dispensed with.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

### PART 4: GENERAL CLAUSES, OTHER TERMS AND CONDITIONS

### 4.1 OTHER DISCLOSURES

- a. No investigations or proceedings have been instituted and are pending against the Company under the Act.
- b. The Company has not accepted any deposits under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Hence, the Company is not in arrears with respect to repayment of any deposits or interest thereon, as on the date of filing of this Scheme.
- c. The Scheme will not have any adverse effect on any directors, key managerial personnel, promoters, non-promoter members, creditors and employees and depositors of the Company. The Company does not have any debenture holders. The Scheme will be in the best interest of all the stakeholders of the Company.
- d. The Capital Reduction will not cause any prejudice to the creditors of the Company as there will not be any reduction in the amount payable to the respective creditors. The liabilities with respect to payments due to the creditors will be discharged by the Company in accordance with the terms of their agreements with the Company, if any, or in the ordinary course of business, as the case may be. The proposed capital reduction will not adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.
- e. The Capital Reduction will not have any adverse impact on the employees and workers of the Company in any manner and their service shall be continuous and they will continue to enjoy the same benefits as they used to before the Capital Reduction.
- f. The Scheme does not envisage transfer or vesting of any of the properties and/or liabilities of the Company to any person or entity.

### 4.2 CONDITIONALITY OF THE SCHEME

The Scheme being conditional upon and subject to:

- a. The Scheme being approved by the shareholders of the Company through special resolution;
- b. The Scheme being approved by the NCLT under Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Companies Act, 2013 (to the extent applicable);
- c. Certified copy of the order of the NCLT sanctioning this Scheme and the form of minutes of reduction being filed with the RoC by the Company; and

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

d. The requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of this Scheme.

### 4.3 EFFECT OF NON RECEIPT OF APPROVAL

- a. In the event of any of the sanctions and approvals referred to in Para 4.2 above not being obtained and / or the Capital Reduction not being sanctioned by the Hon'ble Tribunal or such other appropriate authority, if any, this Capital Reduction shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the capital reduction or as may otherwise arise in law and agreed between the relevant parties.
- b. The Board of Directors of the Company shall be entitled to revoke, cancel and declare the Scheme or any part thereof to be of no effect and/ or to withdraw the Scheme or any part thereof and respective applications/ petitions filed with the Tribunal for any reason including if the Board is of view that the coming into effect of the Scheme or of any part thereof, in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have adverse implication on the Company or in case any condition or alteration imposed by the Tribunal or any other authority or entity is not on terms acceptable to them.

### 4.4 COSTS, CHARGES AND EXPENSES

The Company shall bear all the costs, charges, taxes including duties, levies and all other expenses, if any arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto.

### 4.5 IMPACT OF THE SCHEME ON EMPLOYEES / WORKERS

The Scheme shall not have any adverse impact on the employees / workers of the Company, and they would, in fact be generally benefited due to improved financial position of the Company.

# 4.6 IMPACT OF THE SCHEME ON CREDITORS I LENDERS / FINANCIAL INSTITUTIONS/ BANKERS

The proposed scheme would not in any way adversely affect any of the Company's creditors/ lenders/ financial institutions/ Banks. They would in fact be generally benefitted as the Scheme would help improving the financial position of the Company.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

The proposed reduction in share capital in any manner whatsoever does not, alter, vary, or affect the payment of any types of dues or outstanding amounts including all or any of the statutory dues payable or outstanding.

### 4.7 CONTRACTS, DEEDS, AGREEMENTS AND OTHER INSTRUMENTS

Subject to other provisions contained in the Scheme, all contracts, deeds, agreements and other instruments of whatever nature to which the Company is a party subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of the Company, as the case may be, and shall be enforced as fully and as effectually as before such reduction.

#### 4.8 LEGAL PROCEEDINGS

If any suit, writ petition, appeal, revision or other proceedings of whatever nature by or against the Company are pending, the same shall not abate, be discontinued or be in any way prejudicially affected by the capital reduction, but such proceedings may be continued, prosecuted and enforced by or against the Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Company before such capital reduction.

### 4.9 SEVERABILITY

If, in the opinion of the Board, any part of the Scheme is found to be unworkable for any reason whatsoever, the same shall not affect the validity or implementation of other parts or provisions of the Scheme. If any part of this Scheme here of is invalid, ruled illegal by any appropriate authority of competent jurisdiction, or unenforceable under present or future laws, then such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected there by, unless the deletion of such part shall cause this Scheme to become materially adverse, in which case the Board shall attempt to bring a suitable modification to the Scheme. The Board shall be entitled to revoke, cancel and declare the Scheme to have no effect, if the Board is of the view that the coming into effect of the Scheme would have adverse implications on the Company.

### 4.10 ACCOUNTING TREATMENT

The Company shall pass appropriate entries as per the applicable accounting policies and accounting standards (specified is section 133 or any other provision of the Act) as regards accounting for the reduction of writing off the Accumulated Losses. The adjustment / reduction, in the Share capital account of the Company shall be effected as an integral part of the Scheme in accordance with the provisions of Section 66 and other applicable provisions of the Act and the order of the National Company Law

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

Tribunal sanctioning the Scheme shall be deemed to be also the order under Section 66 of the Act for the purpose of confirming the reduction and no further act, deed, or thing as required under the provisions of the Act would be required. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

### 4.11 APPLICATION TO THE TRIBUNAL

The Company shall make applications/petitions under Section 66 and other applicable provisions of the Act to the National Company Law Tribunal, Allahabad Bench for the sanction of this Scheme, minute of reduction and all matters ancillary or incidental thereto.

### 4.12 MODIFICATION/ AMENDMENTS TO THE SCHEME

The Company, by its Board or such other committee/ person or persons, as the Board may authorize, may make, or affect or assent to any modification or amendment of the Scheme which the Hon'ble National Company Law Tribunal, Allahabad Bench, the SEBI, the Stock Exchange and/or any other authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable by the Board for settling any question or doubt or difficulty that may arise for implementing and/ or carrying out the Scheme or otherwise howsoever arising out of or under or by virtue of the Scheme and/ or any matter concerned or connected herewith, as may be considered by the Board to be in the best interest of the Company and its Shareholders including the withdrawal of the Scheme, and do all such acts, deeds and things as may be necessary, desirable or expedient for giving effect to the Scheme.

### 4.13 DESIGNATED STOCK EXCHANGE

The designated stock exchange for interaction with SEBI in terms of SEBI Circular shall be BSE Limited.

### 4.14 LISTING OF SHARES

Notwithstanding the reduction of capital of the Company in pursuance of the Scheme, the listing benefit of the Company on the Stock Exchanges where the existing Equity shares of the Company are listed shall continue and the Company will comply with the applicable provision of Listing Agreement with the Stock Exchanges.

### 4.15 COMPLIANCE

The consent of the members of the Company for the Capital Reduction and this Scheme shall be obtained through a special resolution under the provisions of Section 66 of the

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- <a href="www.raymedlab.com">www.raymedlab.com</a>
Email- <a href="mailto:raymedlabs@rediffmail.com">raymedlabs@rediffmail.com</a>, Phone no. 7738669898

Act and any other applicable provision. The Scheme, if sanctioned, shall be fully in compliance of the Securities and Exchange Board of India Act, 1992, Listing Regulations and SEBI Circular.

### 4.16 FORM OF MINUTE

The Form of Minute proposed to be registered under Section 66(5) of the Act and Rule 6(2) of the Rules is as follows:

"The issued, subscribed and paid-up capital of Cresanto Global Limited is henceforth Rs.42,73,500/- (Rupees Forty Two Lakhs Seventy Three Thousand Five Hundred) divided into 4,27,350 (Four Lakhs Twenty Seven Thousand Three Hundred and Fifty) equity shares of Rs.10/- (Rupees Ten) each reduced from Rs.4,27,35,000 (Four Crores Twenty Seven Lakhs Thirty Five Thousand) divided into 42,73,500 (Forty Two lakhs Seventy Three Thousand Five Hundred) Equity Shares of Rs.10/- each."

FOR CRESANTO GLOBAL LIMITED

(Formerly Known as Raymed Labs Limited)

Sd/-

Prashant Nathmal Bajaj

Managing Director & CFO

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

#### **BOARD REPORT**

To,

The Members,

Your Directors are pleased to present the 33<sup>rd</sup> Annual Report on the business and operations of the CRESANTO GLOBAL LIMITED (formerly known as Raymed Labs Limited) together with the audited financial statements for the financial year ended 31<sup>st</sup> March, 2025.

#### 1. FINANCIAL PEFORMANCE:

The Audited Financial Statements of your Company as on 31<sup>st</sup> March, 2025, are prepared in accordance with the relevant applicable Indian Accounting Standards ("Ind AS") and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act"). The summarized financial highlights are depicted below:

(Amount in Lakhs)

	Standalone		
Particulars	Year ended 31.03.2025	Year ended 31.03.2024	
Revenue From Operations	-	-	
Other Income	52.59	-	
Total Income	52.59	-	
Total Expenses	70.64	10.16	
Profit before tax (EBIDTA)	(18.05)	(10.16)	
Taxation			
- Current Tax	-	-	
- Previous Tax	-	-	
- Deferred Tax Asset	-	-	
- MAT Credit Entitlement	-	-	
Profit After Tax	(18.05)	(10.16)	

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

Other Comprehensive Income (net of	-	-
tax)		
Total Comprehensive Income for the	(18.05)	(10.16)
year		

#### 2. FINANCIAL HIGHLIGHTS:

During the year ended  $31^{st}$  March 2025, Operational Revenue including other income on Standalone basis was 52.59/- Lakhs and Profit / (Loss) Before Tax was (18.05)/- Lakhs v/s nil revenue in previous year while Net Profit / (Loss) for the financial year ended  $31^{st}$  March, 2025 was (18.05)/- Lakhs v/s (10.16)/- Lakhs in previous year.

Your Company has taken several remedial steps to meet the challenges viz. measures in saving cost at all front of operations, optimize use of available resources etc.

A detailed analysis on the operations of the Company during the year under review and outlook for the current year is included in the Management Discussion and Analysis Report forming an integral part of this Annual Report.

#### 3. BUSINESS OPERATIONS:

The Company was earlier engaged in the business of pharmaceuticals. With the induction of the new management following the takeover of the Company, a strategic review of the existing business activities was undertaken. Considering the emerging opportunities, long-term growth prospects, and alignment with the vision of the new Promoters, the Board of Directors, at its meeting held on 27<sup>th</sup> January, 2025, approved a proposal for alteration of the main objects of the Company.

Pursuant to the said decision, the Company has shifted its focus from the pharmaceutical sector to the flexible packaging and trading business, which is expected to provide better scalability, diversification, and value creation for all stakeholders. The alteration of the main objects was subsequently placed before the shareholders for their approval and was duly approved at the Extra-Ordinary General Meeting of the Company held on 21<sup>st</sup> April, 2025.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

#### 4. DIVIDEND:

During the Financial yea 2024-25, the company has not declared any dividend on Equity Shares.

#### 5. TRANSFER TO RESERVE:

The Board does not propose to transfer any amount to reserves during the Financial Year 2024-25.

#### 6. DEPOSITS:

There were no outstanding deposits within the meaning of Section 73 and 74 of the Act read with rules made thereunder at the end of FY 2024-25 or the previous financial years. Your Company did not accept any deposit during the year under review.

#### 7. SHARE CAPITAL:

Particulars	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	Number of	Amount	Number of	Amount
	Shares		Shares	
Authorised Capital:	50,00,000	5,00,00,000	50,00,000	5,00,00,000
Equity Shares of Rs 10/- each				
Issued, Subscribed & Paid-Up	42,73,500	*4,27,35,000	42,73,500	4,27,35,000
Capital:				
Equity Shares of Rs 10/- each				

\*After the closure of the Financial Year, at the Board Meeting held on 01<sup>st</sup> August, 2025, the Board of Directors of the Company considered and approved a proposal for reduction of the Company's share capital in accordance with the provisions of Section 66 of the Companies Act, 2013, subject to the approval of the shareholders and Hon'ble NCLT. The said proposal will be placed before the members for their consideration and approval at the ensuing Annual General Meeting."

### 8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of loans, guarantee and investments made during the year under review, are given in the notes forming part of the financial statements.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

#### 9. DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has no subsidiary and Associate companies.

No company has become or ceased to be the Company's subsidiaries and associate companies during the year under review.

#### 10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As of 31<sup>st</sup> March, 2025, the Company's Board had six directors comprising of two Independent Directors, one Executive Director and three Non-Executive Non Independent Directors including one Woman Director. In terms of the requirement of the SEBI Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of your Company's business for effective functioning.

#### Appointment/ Cessation/ Change in Designation of Directors/ KMP:

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of your Company the following changes occurred in the Company's Board:

- Ms. Shreya Sanjay Dave (ICSI Membership No. A70197) has resigned from the post of Company Secretary and Compliance Officer w.e.f. 23<sup>rd</sup> August, 2024.
- 2. Ms. Roshni Kapshiwal (ICSI Membership No. A73894) appointed as a Company Secretary & Compliance Officer of the Company w.e.f. 06<sup>th</sup> November, 2024.
- 3. Mr. Nishant Nathmal Bajaj (DIN: 06634036) appointed as an Additional (Category: Non-Executive) Director of the company w.e.f. November 06<sup>th</sup>, 2024.
- 4. Mr. Prashant Nathmal Bajaj (DIN: 06634037) appointed as Additional Director (Executive) of the Company w.e.f. 08<sup>th</sup> January, 2025.
- Mr. Hitesh Bajoria (DIN: 08563703) appointed as Additional Director (Non-Executive) of the Company w.e.f. 08<sup>th</sup> January, 2025.
- 6. Mr. Tushar Pandit Awate (DIN: 10806831) appointed as Additional Director (Non-Executive) of the Company w.e.f. 08<sup>th</sup> January, 2025.
- 7. Mrs. Urmila Hansraj Sharma (DIN: 10801754) appointed as Additional Director (Non-Executive) of the Company w.e.f. 08<sup>th</sup> January, 2025.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

- 8. Mr. Ajay Goyal, has resigned from the post as Whole Time Director & CFO of the Company w.e.f. 27<sup>th</sup> January, 2025.
- 9. Ms. Nisha Goyal, has resigned from the post as a Director & Internal Auditor of the company w.e.f. 27<sup>th</sup> January, 2025.
- 10. Ms. Roshni Kapshiwal (ICSI Membership No. A73894) has resigned from the post of Company Secretary and Compliance Officer w.e.f. 29<sup>th</sup> January, 2025.
- 11. Ms. Poonam Sharma has resigned from the post of Independent Director w.e.f. 30<sup>th</sup> January, 2025.
- 12. Mr. Harsh Prabhakar has resigned from the post of Independent Director w.e.f. 30<sup>th</sup> January, 2025.
- 13. Mr. Tushar Pandit Awate, has resigned from the post as Additional Director of the Company w.e.f. 25<sup>th</sup> March, 2025.
- 14. Ms. Prity Bishwakarma, appointed as Non- Executive Independent Woman Director of the Company w.e.f. 25<sup>th</sup> March, 2025 till 24<sup>th</sup> March, 2030.
- 15. Mr. Vipul Dubey, appointed as the Non- Executive Independent Director of the Company for the term 5 (five) consecutive years w.e.f 25<sup>th</sup> March, 2025 to 24<sup>th</sup> March, 2030.
- 16. Mr. Pankesh Sutariya, appointed as a Company Secretary & Compliance Officer of the Company w.e.f. 25<sup>th</sup> March, 2025.

Other than the above, there has been no change in the constitution of Board during the year under review.

#### **Declaration from Independent Directors:**

In accordance with the provisions of Section 149(7) of the Act, Mr. Vipul Dubey and Ms. Prity Bishwarkarma, Independent Directors of the Company as on 31<sup>st</sup> March, 2025 have given their declarations to the Board that they meet the criteria of independence as laid down under Section 149(6) of the Act, Regulation 16(1)(b) and Regulation 25 of the SEBI Listing Regulations and are qualified to be Independent Directors pursuant to Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Independent Directors are in compliance with the Code of Conduct prescribed under Schedule IV of the Act.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

Further, the Independent Directors have confirmed that they have included their names in the Independent Director's databank maintained by the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board is of the opinion that both the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of strategy, planning and execution, management and leadership, functional and managerial experience, legal and risk management, corporate governance systems and practices, finance, banking and accounts and they hold highest standards of integrity.

During the financial year 2024-25 a separate meeting of Independent Directors was held on 12<sup>th</sup> August, 2025 without the presence of executive directors or management representatives and the following matters were discussed:

- the performance of non-Independent directors and the Board as a whole;
- the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors; and
- assess 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.

#### **Key Managerial Personnel:**

During the period under review, the following are Key Managerial Personnel ("KMPs") of the Company as per Sections 2(51) and 203 of the Act:

- 1. Mr. Prashant Nathmal Bajaj, Managing Director & Chief Financial Officer
- 2. Ms. Shreya Sanjay Dave, Company Secretary & Compliance officer (Upto 23<sup>rd</sup> August, 2024)
- Ms. Roshni Kapshiwal, Company Secretary & Compliance officer (from 06<sup>th</sup> November, 2024 to 28<sup>th</sup> January, 2025)
- 4. Mr. Pankesh Sutariya, Company Secretary & Compliance officer (w.e.f. 25<sup>th</sup> March, 2025)

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### 11. NUMBER OF MEETINGS OF THE BOARD:

During the year under review, the Board met Eleven (11) times on 17<sup>th</sup> April, 2024, 24<sup>th</sup> May 2024, 12<sup>th</sup> August 2024, 23<sup>rd</sup> August, 2025, 06<sup>th</sup> November, 2024, 16<sup>th</sup> November, 2024, 08<sup>th</sup> January, 2025, 14<sup>th</sup> January, 2025, 27<sup>th</sup> January, 2025, 01<sup>st</sup> February, 2025 and 25<sup>th</sup> March, 2025. In accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Name of the	Category	No. of	Last		orships in listed		Number
Director		Board Meetings attended	AGM Attend	Committee Memberships and Chairmanships (including the Company)			of shares held in
		attended	ed	Directorship	Committee		Company
					Chairmanship	Membership	
Mr. Ajai Goyal (upto 27 <sup>th</sup> January, 2025)	Whole time Director	9	Yes	1	0	1	-
Mr. Nisha Goyal (upto 27 <sup>th</sup> January, 2025)	Non- Executive Non Independen t Director	9	Yes	1	0	2	-
Mr. Harsh Prabhakar (upto 30 <sup>th</sup> January, 2025)	Independen t Director	9	Yes	1	2	2	-
Mr. Poonam Sharma (upto 30 <sup>th</sup> January, 2025)	Independen t Director	0	Yes	2	0	3	-

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg. off. - C- 273 , C block , sector 63, Gautam Buddha Nagar, Noida, Uttar

Pradesh, India, 201301, Website- www.raymedlab.com Email- raymedlabs@rediffmail.com, Phone no. 7738669898

Mr. Nishant	Non-	5	No	1	0	2	3,86,597
Вајај	Executive						
	Director						
Mr. Prashant	Managing	4	No	1	0	2	3,03,012
Bajaj	Director						
Mr. Tushar	Non-	4	No	1	0	0	2,02,008
Awate (upto	Executive						
25 <sup>th</sup> March,	Director						
2025)							
Mr. Hitesh	Non-	4	No	1	0	0	2,85,592
Bajoria	Executive						
	Director						
Mrs. Urmila	Non-	4	No	1	0	0	2,02,008
Hansraj Sharma	Executive						
	Director						
Mr. Vipul Dubey	Independen	0	No	1	3	0	-
	t Director						
Mr. Prity	Independen	0	No	1	0	3	-
Bishwarkarma	t Director						

#### 12. COMMITTEES OF BOARD:

The Board Committees play a crucial role in the governance structure of our Company and have been constituted to deal with specific areas / activities as mandated by applicable regulations, concerning the Company and need a closer review. These Committees play an important role in the overall management of day today affairs and governance of the Company. The Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for review and noting. During the year, all recommendations of the Committees of the Board have been accepted by the Board.

As on 31<sup>st</sup> March 31, 2025, the Board has constituted the following Committees:

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

#### i. Audit Committee

The Audit Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013, read with regulation 18 of SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015. The Audit Committee presently comprises of three directors. All the members of the Audit Committee have accounting and financial management knowledge. Mr. Vipul Dubey is Chairman of the Audit Committee.

During the year, the committee met 5 (Five) time i.e. 24<sup>th</sup> May 2024, 12<sup>th</sup> August 2024, 06<sup>th</sup> November, 2024, 27<sup>th</sup> January, 2025 and 25<sup>th</sup> March, 2025

The Composition of the Audit Committee and the attendance of the members at the meeting held during the year are as follows:

Sr.	Particulars	Designation	Category	No. of Meeting
No.				attended
1	Mr. Harsh Prabhakar	Chairman	Non-Executive	4
	(upto 30 <sup>th</sup> January, 2025)		Independent Director	
2	Mrs. Poonam Sharma	Member	Non-Executive	4
	(upto 30 <sup>th</sup> January, 2025)		Independent Director	
3	Mrs. Nisha Goyal (upto	Member	Non-Executive Director	4
	27 <sup>th</sup> January, 2025)			
4	Mr. Vipul Dubey (w.e.f.	Chairman	Non-Executive	-
	25 <sup>th</sup> March, 2025)		Independent Director	
5	Ms. Prity Bishwakarma	Member	Non-Executive	-
	(w.e.f. 25 <sup>th</sup> March, 2025)		Independent Director	
6	Mr. Prashant Bajaj (w.e.f.	Member	Executive Director	1
	01 <sup>st</sup> February, 2025)			
7	Mr. Nishant Bajaj (w.e.f.	Member		1
	01st February, 2025 to		Non-Executive Director	
	25 <sup>th</sup> March, 2025)			

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

8	Mr. Hitesh Bajoria (w.e.f.	Member		1
	01 <sup>st</sup> February, 2025 to			
	25 <sup>th</sup> March, 2025)		Non-Executive Director	

<sup>\*</sup>During the period under review, the Audit Committee of the Company was reconstituted by the Board of Directors at its meeting held on 01<sup>st</sup> February, 2025 and 25th March, 2025.

As on 31<sup>st</sup> March, 2025 the Composition of Audit Committee is follow:

Sr.	Particulars	Designation	Category
No.			
1	Mr. Vipul Dubey	Chairman	Non-Executive Independent Director
2	Ms. Prity Bishwakarma	Member	Non-Executive Independent Director
3	Mr. Prashant Bajaj	Member	Executive Director

The terms of reference to the Audit Committee inter alia includes:

- Oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommend to the Board, the appointment, reappointment, remuneration and terms of appointment of auditors of the Company and, if required, their replacement or removal.
- Approve payment to statutory auditors for any other services rendered by them.
- Review, with the management, the quarterly and annual financial statements and auditors report thereon before submission to the Board for approval.
- Approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Review and monitor the auditor's independence, performance and effectiveness of audit process.
- Review the adequacy of internal audit function, including the structure of the internal audit
  department, if any, staffing and seniority of the official heading the department, reporting
  structure coverage and frequency of internal audit, etc.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

#### ii. Nomination and Remuneration Committee (NRC):

The Nomination and Remuneration Committee of the Board of Directors meets the criteria laid down under Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015. The Nomination and Remuneration Committee presently comprises of three members. Mr. Vipul Dubey was appointed as Chairman.

During the year, the committee met 4 (Four) time i.e. 06<sup>th</sup> November, 2024, 08<sup>th</sup> January, 2025, 27<sup>th</sup> January, 2025, 25<sup>th</sup> March, 2025.

The Composition of the Nomination and Remuneration Committee and the attendance of the members at the meeting held are as follows:

Sr.	Particulars	Designation	Category	No. of Meeting
No.				attended
1	Mr. Harsh Prabhakar	Chairman	Non-Executive	3
	(upto 30 <sup>th</sup> January, 2025)		Independent Director	
2	Mrs. Poonam Sharma	Member	Non-Executive	3
	(upto 30 <sup>th</sup> January, 2025)		Independent Director	
3	Mrs. Nisha Goyal (upto	Member		3
	27 <sup>th</sup> January, 2025)		Non-Executive Director	
4	Mr. Vipul Dubey (w.e.f.	Chairman	Non-Executive	-
	25 <sup>th</sup> March, 2025)		Independent Director	
5	Ms. Prity Bishwakarma	Member	Non-Executive	-
	(w.e.f. 25 <sup>th</sup> March, 2025)		Independent Director	
6	Mrs. Urmila Hansarj	Chairperson	Non-Executive Director	1
	Sharma (w.e.f. 01st			
	February, 2025 to 25 <sup>th</sup>			
	March, 2025)			
7	Mr. Hitesh Bajoria (w.e.f.	Member	Non-Executive Director	1
	01st February, 2025 to 25th			
	March, 2025)			

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

8	Mr. Nishant Bajaj (w.e.f.	Member	Non-Executive Director	1
	01 <sup>st</sup> February, 2025)			

<sup>\*</sup>During the period under review, the Nomination and Remuneration Committee of the Company was reconstituted by the Board of Directors at its meeting held on 01<sup>st</sup> February, 2025 and 25th March, 2025.

As on 31<sup>st</sup> March, 2025 the Composition of Nomination and Remuneration Committee is follow:

Sr.	Particulars	Designation	Category
No.			
1	Mr. Vipul Dubey	Chairman	Non-Executive Independent Director
2	Ms. Prity Bishwakarma	Member	Non-Executive Independent Director
3	Mr. Nishant Bajaj	Member	Non- Executive Director

The terms of reference to the Nomination and Remuneration Committee inter alia includes:

- The Company has framed a policy as per Section 178 of the Companies Act, 2013 for selection and appointment of Directors, Senior Management and their remuneration same is posted on the website of the company.
- Determine the compensation package of the Executive Directors, Secretary and other senior management personnel.
- Formulate the criteria for determining qualifications, positive attributes and independence
  of a Director and recommend to the Board a policy relating to the remuneration of the
  Directors, Key Managerial Personnel and other employees.
- Formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devise a policy on diversity of Board of Directors.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- Decide on whether to extend or continue the term of appointment of the Independent Directors, on the basis of the performance evaluation report of Independent Directors.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### Remuneration Policy

The Nomination and Remuneration Committee has considered the factors laid down under Section 178(4) of the Companies Act, 2013 while formulating the Remuneration Policy.

#### Remuneration to Non-Executive Directors

- The Company has paid Sitting fees to Non- Executive Independent Directors of Rs. 1,20,000/-(One Lakh Twenty Thousand) during the period under review.
- 2. Remuneration of 6,00,000/- paid to Mrs. Urmila Hansraj Sharma, Non- Executive Director of the company during the period under review.

### Remuneration to Executive Directors/KMP

- 1. Salary to Ms. Shreya Dave, Company Secretary & Compliance Officer for Rs. 1,20,000/- for their tenure
- 2. Salary to Ms. Roshni Kapsiwal, Company Secretary & Compliance Officer for Rs. 1,35,000/for their tenure
- 3. Salary to Mr. Ajai Goyal, Whole Time Director for Rs. 50,000/- for their tenure

### iii. Stakeholder Relationship Committee:

The Stakeholder and Relationship Committee of the Board of Directors meets the criteria laid down under Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015. The Stakeholder and Relationship Committee presently comprises of 3 (Three) members. Mr. Vipul Dubey is Chairman of the committee.

During the year, the committee met 4 (Four) time i.e. 24<sup>th</sup> May 2024, 12<sup>th</sup> August 2024, 06<sup>th</sup> November, 2024, 27<sup>th</sup> January, 2025

The Composition of the Stakeholder and Relationship Committee and the attendance of the members at the meeting held are as follows:

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com
Email-raymedlabs@rediffmail.com, Phone no. 7738669898

Sr.	Particulars	Designation	Category	No. of Meeting
No.				attended
1	Mr. Harsh Prabhakar	Chairman	Non-Executive	4
	(upto 30 <sup>th</sup> January, 2025)		Independent Director	
2	Ms. Nisha Goyal (upto	Member		4
	27 <sup>th</sup> January, 2025)		Non-Executive Director	
3	Mr. Ajai Goyal (upto 27 <sup>th</sup>	Member		4
	January, 2025)		Executive Director	
4	Mr. Vipul Dubey (w.e.f.	Chairman	Non-Executive	-
	25 <sup>th</sup> March, 2025)		Independent Director	
5	Ms. Prity Bishwakarma	Member	Non-Executive	-
	(w.e.f. 25 <sup>th</sup> March, 2025)		Independent Director	
6	Mrs. Urmila Hansarj	Chairperson	Non-Executive Director	-
	Sharma (w.e.f. 01st			
	February, 2025 to 25 <sup>th</sup>			
	March, 2025)			
7	Mr. Prashant Bajaj (w.e.f.	Member	Executive Director	-
	01 <sup>st</sup> February, 2025)			
8	Mr. Nishant Bajaj (w.e.f.	Member	Non-Executive Director	-
	01 <sup>st</sup> February, 2025)			

<sup>\*</sup>During the period under review, the Stakeholder Relationship Committee of the Company was reconstituted by the Board of Directors at its meeting held on 01<sup>st</sup> February, 2025 and 25th March, 2025.

As on 31<sup>st</sup> March, 2025 the Composition of Stakeholder Relationship Committee is follow:

Sr. No.	Particulars	Designation	Category
1	Mr. Vipul Dubey	Chairman	Non-Executive Independent Director
2	Ms. Prity Bishwakarma	Member	Non-Executive Independent Director

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

3	Mr. Nishant Bajaj	Member	Non- Executive Director
4	Mr. Prashant Bajaj	Member	Executive Director

The terms of reference to the Stakeholder Relationship Committee inter alia includes:

The Committee inter alia oversees the redressal of Member and investor complaints / requests for transmission of shares, sub-division and consolidation of share certificates, issue of duplicate share certificates, requests for dematerialization and rematerialization of shares, non-receipt of declared dividend and non-receipt of Annual Report. It also recommends measures for improvement in investor services. The Committee also keeps a close watch on the performance of Beetal Financial and Computer Services Private Limited, the Registrar & Share Transfer Agents (RTA) of the Company. The Committee also reviews various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports / statutory notices by the Members of the Company. The Committee meets as often as is necessary for resolution of important matters within its mandate.

### **Compliance Officer:**

Mr. Pankesh Sutariya, Company Secretary & Compliance Officer pursuant to Regulation 6 of the SEBI (LODR) Regulations, 2015 with effect from 25<sup>th</sup> March, 2025

### Details of complaints received and resolved during the year:

Complaints pending as on April 1, 2024	NIL
Number of Share holders' complaints received during the year	NIL
Number of complaints resolved during the year	NIL
Number of complaints not solved to the satisfaction of shareholders	NIL
Number of pending complaints as on March 31, 2025	NIL

The above table includes Complaints received from SEBI SCORES/ BSE by the Company

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg. off. - C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar

Pradesh, India, 201301, Website- www.raymedlab.com

Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### 13. INDEPENDENT DIRECTORS' MEETING:

The Independent Directors met on 12<sup>th</sup> August 2024, without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees and the Board as a whole along with the performance of the Chairman of your Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

### 14. BOARD EVALUATION:

The Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board and committees, experience and competencies, performance of specific duties and obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc. At the Board meeting that followed the above mentioned meeting of the Independent Directors, the performance of the Board, its Committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

### 15. BOARD FAMILIARISATION AND TRAINING PROGRAMME:

The Board is regularly updated on changes in statutory provisions, as applicable to your Company. The Board is also updated on the operations, key trends and risk universe applicable to your Company's business. These updates help the Directors in keeping abreast of key changes and their impact on your Company. An annual strategy retreat is conducted by your Company where the Board provides its inputs on the business strategy and long- term sustainable growth for your Company. Additionally, the Directors also participate in various programmes /meetings where subject matter experts apprise the Directors on key global trends. The details of such programmes are provided in the Corporate Governance Report, which forms part of this Annual Report.

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com
Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### 16. DIRECTORS' RESPONSIBILITY STATEMENT:

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that-

- in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the loss of the Company for the year;
- iii. they 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;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively

### 17. INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY:

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company. During the year, such control was tested and no reportable material weakness in the design or operation was observed.

### 18. CORPORATE SOCIAL RESPONSIBILITY:

During the FY 2024-25, Corporate Social Responsibility is not applicable to the company.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg. off. - C-273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar

Pradesh, India, 201301, Website- www.raymedlab.com Email- raymedlabs@rediffmail.com, Phone no. 7738669898

### 19. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Management Discussion and Analysis of financial condition, including the results of operations of the Company for the year under review as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a "Annexure A".

### 20. CORPORATE GOVERNANCE:

Pursuant to Regulation 27 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 a Report on Corporate Governance Report is not applicable to the Company as it does not fall under the criteria of Paid-up Share Capital of Rs. 10 Crore and Turnover of Rs. 25 Crores.

### 21. ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, a copy of the Annual Return as on 31<sup>st</sup> March, 2025 is available on the Company's website www.raymedlab.com.

### 22. RELATED PARTY TRANSACTIONS

In accordance with the relevant provisions of the Act and rules framed thereunder and Regulation 23 of the SEBI Listing Regulations, the Company has in place a Related Party Transaction ("RPT") Policy. All related party transactions ("RPT") entered into during the financial year 2024-25 were in accordance with the Company's RPT Policy and on an arms' length basis and in the ordinary course of business.

All RPTs are placed before the Audit Committee and the Board for approvals Pursuant to the provisions of Regulation 23 of the SEBI Listing Regulations, company has filed half yearly reports to the stock exchanges, for the related party transactions.

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2025 and hence, does not form part of this report.

Pursuant to the SEBI Listing Regulations, the resolutions seeking approval of the Members on material related party transactions forms part of the Notice of the ensuing AGM.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### 23. STATUTORY AUDITORS & AUDITORS' REPORT:

Pursuant to the provisions of Section 139 of the Act, M/s. K T P S & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 134942W) are the Statutory Auditors of the Company, as per their appointment at the 32<sup>nd</sup> AGM of the Company held on 18<sup>th</sup> September, 2024, for a period of 5 (five) years.

The requirement of seeking ratification of members for continuing the appointment of Statutory Auditors at every AGM was withdrawn by the Companies (Amendment) Act, 2017 w.e.f. 07th May, 2018.

M/s. K T P S & Co., Chartered Accountants, have confirmed that they are eligible and are in compliance with the provisions specified under Section 141(3)(g) of the Act and they are not disqualified to act as Statutory Auditors in terms of the provisions of Sections 139 and 141 of the Act and the Companies (Audit and Auditors) Rules, 2014. The Report of the Statutory Auditor forming part of the Annual Report, does not contain any qualification, reservation, adverse remark or disclaimer. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

### 24. SECRETARIAL AUDITORS & AUDITORS' REPORT:

Pursuant to the provisions of Section 204 of the Act, read with the rules made thereunder, the Board reappointed M/s. Nidhi Bajaj & Associates, Practicing Company Secretary, to undertake the Secretarial Audit of your Company for FY 2024-25. The Secretarial Audit Report for the year under review is provided as "Annexure-B" of this report.

Further, pursuant to amended Regulation 24A of SEBI Listing Regulations, and subject to your approval being sought as the ensuing AGM M/s. Nidhi Bajaj & Associates, Practicing Company Secretary, (C. P. No. 14596); (Peer Reviewed Firm- 2458/2022) has been appointed as a Secretarial Auditor to undertake the Secretarial Audit of your Company for the first term of five consecutive financial years from FY 2025-26 till FY 2029.30. M/s. Nidhi Bajaj & Associates, Practicing Company Secretary, has confirmed that he is not disqualified to be appointed as a Secretarial Auditor and is eligible to hold office as Secretarial Auditor of your Company.

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg. off. - C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar

Pradesh, India, 201301, Website- www.raymedlab.com

Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### 25. INTERNAL AUDITORS & AUDITORS' REPORT:

The Board, upon the recommendation of the Audit Committee, has appointed Mrs. Komal Bajaj, as the Internal Auditor of the Company for financial year 2024-2025.

The observations made in the Internal Auditors' Report are self-explanatory and therefore do not call for any further comments.

### 26. COST AUDITORS:

The Company is not required to keep cost records or appoint cost auditors.

### 27. PARTICULARS OF EMPLOYEES AND MANAGERIAL REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report and is marked as "Annexure C" to this Report.

### 28. SEXUAL HARASSMENT POLICY:

The Company's goal has always been to create an open and safe workplace for every employee to feel empowered, irrespective of gender, sexual preferences and other factors, and contribute to the best of their abilities. In line to make the workplace a safe environment, the Company has set up a policy on prevention of sexual harassment in line with the requirements of the Sexual harassment of the women at workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). Further the company has complied with the Provision under the POSH Act relating to the Framing of an anti sexual Harassment policy and the constitution of an Internal Committee.

The Company has not received any complaints of work place complaints, Including complaints on Sexual harassment during the Year under review OR the following is a summary of complaints received and resolved during the reporting period.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

a.	Number of complaints of Sexual Harassment received in the	Nil
	Year	
b.	Number of Complaints disposed off during the year	Nil
C.	Number of cases pending for more than ninety days	Nil

### 29. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

Your Company has in place a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of your Company's Code of Conduct.

Under the vigil mechanism of the Company, which also incorporates a Whistle Blower Policy in terms of Regulation 22 of the SEBI Listing Regulations, protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Chairman of the Audit Committee. Adequate safeguards are provided against victimization to those who avail of the vigil mechanism.

The Whistle Blower Policy is available on the Company's website at the www.raymedlab.com.

### **30. LISTING ON STOCK EXCHANGE:**

The Company shares are listed on the BSE Ltd and the Company has paid the listing fees for the Financial Year 2024-25. The shares of the Company are traded at The BSE Ltd having Nation-wide terminals.

# 31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO ETC.

### **Conservation of Energy:**

The Board has nothing to report under this. However, the company is taking adequate steps to see that the energy used by the company is the minimum under the given circumstance.

### **Technology Absorption:**

The Board has nothing to report under the head technology absorption.

### Foreign Exchange Earnings and Outgo:

During the year, the total foreign exchange used was NIL (previous year Nil) and the total foreign exchange earned was NIL (previous year Nil).

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg. off. - C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar

Pradesh, India, 201301, Website- www.raymedlab.com

Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### 32. CYBER SECURITY:

In view of increased cyber-attack scenarios, the cyber security maturity is reviewed periodically and the processes, technology controls are being enhanced in-line with the threat scenarios. Your Company's technology environment is enabled with real time security monitoring with requisite controls at various layers starting from end user machines to network, application and the data. During the year under review, your Company did not face any incidents or breaches or loss of data breach in cyber security.

### 33. CODE OF CONDUCT:

The Company has adopted a Code of Conduct ("Code") to regulate, monitor and report trading in Company's shares by Company's designated persons and their immediate relatives as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code, inter alia, lays down the procedures to be followed by designated persons while trading/ dealing in Company's shares and sharing Unpublished Price Sensitive Information ("UPSI").

The Code covers Company's obligation to maintain a digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI. Further, it also includes code for practices and procedures for fair disclosure of unpublished price sensitive information. The employees undergo a mandatory training/ certification on this Code to sensitize themselves and strengthen their awareness.

### 34. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31<sup>st</sup> March, 2025. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

### 35. MATERIAL CHANGES AND COMMITMENTS:

During the year under review and till the date of this Report, the following material changes and commitments have occurred:

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg. off. - C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar

Pradesh, India, 201301, Website- www.raymedlab.com

Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### i. Takeover of the Company:

During the year under review, there was a significant change in the shareholding and control of the Company pursuant to an Letter of Offer dated 07<sup>th</sup> January, 2025 made by Mr. Nishant Bajaj, Mr. Prashant Bajaj, Mr. Hitesh Bajoria, Mr. Tushar Awate and Mrs. Urmila Sharma (hereinafter collectively referred to as "the Acquirers"), in accordance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In terms of the said Open Offer, the Acquirers had made an offer to acquire 11,11,110 Equity Shares representing 26% of the paid-up equity share capital of the Company from the public shareholders at a price of Rs. 3 per equity share. Against the said offer, 1,000 equity shares were validly tendered by the public shareholders and accepted under the Open Offer.

Further, as per the Share Purchase Agreement dated 05<sup>th</sup> September, 2024, the Acquirers acquired 12,12,050 Equity Shares representing 28.36% of the paid-up equity share capital of the Company from the erstwhile promoter, Mr. Ajai Goyal.

Consequent to the aforesaid acquisition, the Acquirers have been inducted as the new Promoter Group of the Company. The new promoter group has introduced a renewed vision, fresh business strategies, and a long-term growth roadmap aimed at enhancing shareholder value and strengthening the overall governance and operational framework of the Company.

### ii. Change in Main Objects of the Company

Following the takeover and keeping in view the strategic vision of the new Board of the company at its meeting held on 27<sup>th</sup> January, 2025, approved the proposal to alter the main objects of the Company under the provisions of Section 13 of the Companies Act, 2013. The alteration was subsequently approved by the members of the Company through Special Resolution passed in the Extra ordinary General Meeting held on 21<sup>st</sup> April, 2025.

Accordingly, the main objects of the Company have been changed from carrying on business in the field of pharmaceuticals to activities in the domain of flexible packaging and trading business.

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg. off. - C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar

Pradesh, India, 201301, Website- www.raymedlab.com

Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### iii. Change of Name of the Company

Consequent to the change in the main objects and to reflect the new business direction and identity, the name of the Company has been changed from "Raymed Limited" to "Cresanto Global Limited".

The new name is aligned with the redefined vision of the Company and symbolizes its aspiration to establish a strong presence in the flexible packaging and trading business, both domestically and internationally.

### iv. Reconstitution of the Board and Committees:

In line with the change in management and control of the Company, the composition of the Board of Directors and its Committees was reconstituted during the year. New Directors representing the Acquirer group were inducted on the Board, while certain outgoing Promoter Directors resigned.

Furthermore, the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee were reconstituted to ensure compliance with the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The reconstitution reflects the Company's renewed governance structure, aimed at strengthening oversight and aligning with the growth trajectory of the new business.

### v. Change in Registered Office:

In line with the new management's strategic direction and to facilitate effective administration, coordination, and operational efficiency, Members of the company has approved the resolution for Change in the **Registered Office of the Company** from the State of Uttar Pradesh to State of Maharashtra, Mumbai. The Company is currently in the process of completing the requisite formalities and approvals for effecting the said change.

### vi. Reclassification of Promoter Group:

Pursuant to the takeover of the Company by the new Acquirers and induction of a new promoter group, the Company undertook the process of reclassification of the erstwhile promoter, Mr. Ajai Goyal, from the category of "Promoter" to "Public" shareholder.

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

In terms of Regulation 31A(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no application for such reclassification was required to be filed with the Stock Exchange(s), since the reclassification arose as a consequence of an open offer involving a change in control of the Company. Accordingly, the Acquirers have been recognized as the new Promoter Group, and the erstwhile promoter stands reclassified under the Public category.

### 36. MATERNITY BENEFITS COMPLIANCES:

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961 and the rules made thereunder. The Company has ensured that all eligible women employees are provided with maternity benefits and other entitlements as prescribed under the Act. The Company remains committed to providing a safe, supportive, and inclusive work environment for its women employees.

### 37. RISK MANAGEMENT POLICY:

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, dg event, financial, human, environment and statutory compliance.

### 38. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant and material orders passed by the regulators and/or courts or tribunals during the year.

### 39. COMPLIANCE OF ACCOUNTING STANDARDS:

As per requirements of the SEBI Listing Regulations and applicable Accounting Standards, your Company has made proper disclosures in the Financial Statements. The applicable Accounting Standards have been duly adopted pursuant to the provisions of Sections 129 and 133 of the Act.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com Email-raymedlabs@rediffmail.com, Phone no. 7738669898

### 40. COMPLIANCE OF SECRETARIAL STANDARDS:

During the year under review, your Company has complied with all the applicable provisions of Secretarial Standard-1 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

### 41. DISCLOSURE RELATED TO FUND RECEIVED FROM DIRECTOR AND ITS RELATIVE:

The Company has received funds from its Directors and their relatives during the year under review. Such funds, being exempted under Rule 2(viii) of the Companies (Acceptance of Deposits) Rules, 2014, do not fall within the ambit of deposits. Accordingly, the Company has obtained necessary declarations from the Directors and their relatives confirming that the funds provided are out of their own sources and not borrowed.

# 42. <u>DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND</u> BANKRUPTCY CODE, 2016:

During the year under review, there were no application made or proceedings pending in the name of the company under the Insolvency and Bankruptcy Code, 2016.

## 43. <u>DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT IN ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:</u>

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

### 44. REPORTING OF FRAUDS:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the audit committee and/or board under Section 143(12) of Act and Rules framed thereunder.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg. off. - C-273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar

Pradesh, India, 201301, Website- www.raymedlab.com Email- raymedlabs@rediffmail.com, Phone no. 7738669898

# 45. <u>AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 – RULE 11 OF THE COMPANIES</u> ACT, 2013:

The Company has used accounting software for maintaining its books of account for the Financial Year ended 31<sup>st</sup> March, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the Year for all relevant transactions recorded in the Software.

Further during the course of our audit we did not come across any instance of audit Trail feature being tampered with.

### 46. <u>APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATON) RULES 2014-</u> RULE 9 OF THE COMPANIES ACT, 2013:

In Accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the Company to designate a responsible individual for ensuring compliance with statutory obligations.

The Company Secretary of the company has appointed by the Board of Director as the Designated Person under this rules.

### 47. APPRECIATION:

Your Directors take this opportunity to convey their deep sense of gratitude for valuable assistance and Co-operation extended to the Company by all valued customers and bankers of the Company. Your Directors also wish to place on record their sincere appreciation for the valued contribution, unstinted efforts by the employees at all levels which contributed, in no small measure, to the progress and the high performance of the Company during the year under review.

Registered Office: By Order the Board of Directors,

Cresanto Global Limted (formerly known as Raymed labs limited)

CIN: L22203UP1992PLC014240

C- 273, C block, sector 63, Noida, Gautam Buddha Nagar, Noida, Sd/-

Uttar Pradesh, India, 201301 Prashant Nathmal Bajaj

Tel. No. 7738669898 Managing Director

Email address: raymedlabsltd@gmail.com Date: 01st August, 2025

Website: www.raymedlab.com Place: Mumbai

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com
Email- raymedlabs@rediffmail.com, Phone no. 7738669898

"Annexure A" to Board's Report

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **OVERVIEW OF GLOBAL IMPACT:**

According to industry estimates, the global flexible packaging market was valued at around USD 276.65 billion in FY 2023–24 and is projected to surpass USD 485.99 billion by FY 2033–34, expanding at a CAGR of 5.8% during the forecast period 2024–25 to 2033–34. Flexible packaging refers to solutions made from easily yielding materials such as plastics, films, aluminum foil, and paper, which can be shaped into pouches, bags, wraps, and sachets. The sector is a vital part of the global packaging industry, catering to diverse end-use segments such as food and beverages, pharmaceuticals, personal care, household products, and industrial applications. Its importance lies in offering lightweight, costeffective, and sustainable alternatives to traditional rigid packaging.

Several factors are driving the growth of the flexible packaging market in FY 2024–25 and beyond. Changing consumer lifestyles and rising demand for convenient, portable, and portion-controlled packaging in the food and beverage sector remain key growth enablers. The global focus on sustainability is encouraging adoption of recyclable, biodegradable, and eco-friendly materials, with companies investing heavily in green innovations. The rapid growth of e-commerce and organized retail is further fueling the need for durable, lightweight packaging that ensures product safety while reducing logistics costs. In addition, advancements in barrier films, digital printing, and smart packaging technologies are enhancing product shelf life, consumer engagement, and brand visibility.

The flexible packaging sector also benefits from the expansion of the healthcare and pharmaceutical industries, where demand for blister packs, pouches, and sterile packaging is steadily increasing. Emerging markets in Asia-Pacific, Latin America, and Africa are witnessing higher consumption of packaged goods, supported by urbanization, rising disposable incomes, and growing retail infrastructure.

In light of these strong industry prospects and growth opportunities, the **new management of the**Company has decided to shift its business activities from pharmaceuticals to flexible packaging and trading, aligning its operations with one of the fastest-growing and most sustainable sectors of the

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com
Email- raymedlabs@rediffmail.com, Phone no. 7738669898

global economy.

### **OPPORTUNITIES, CHALLENGES AND OUTLOOK**

### **Opportunities**

The flexible packaging sector offers strong growth potential driven by:

- a. Rising demand for lightweight, portable, and cost-effective packaging in food & beverages and FMCG.
- b. Increasing adoption of eco-friendly, recyclable, and biodegradable materials aligned with global sustainability trends.
- c. Rapid expansion of e-commerce and organized retail, boosting the need for durable and efficient packaging.
- d. Growing applications in pharmaceuticals and healthcare, particularly in sterile and safe packaging solutions.
- e. Emerging markets such as Asia-Pacific, Latin America, and Africa witnessing higher consumption of packaged goods.

### Challenges

- a. Despite its prospects, the industry faces certain challenges:
- b. Fluctuating raw material prices of plastics, films, and aluminum.
- c. Environmental concerns and regulatory pressures around single-use plastics.
- d. High competition and pricing pressures from both domestic and international players.
- e. Need for continuous investment in R&D and technology to meet evolving consumer and sustainability demands.

### **Outlook**

The flexible packaging industry is expected to sustain robust growth, with a projected CAGR of 5.8% from FY 2024–25 to FY 2033–34. With its inherent advantages of flexibility, cost-efficiency, and sustainability, it is set to remain one of the fastest-growing segments in the global packaging market. In line with this positive trajectory, the Company's strategic shift from pharmaceuticals to flexible packaging and trading is expected to position it strongly in a high-potential industry, aligning operations with long-term growth and value creation opportunities.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com
Email- raymedlabs@rediffmail.com, Phone no. 7738669898

#### DISSCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable accounting standards issued by the Institute of Chartered Accountants of India. The details of the financial performance of the Company are appearing in the Balance Sheet, Profit & Loss Accounts and other financial statements forming part of this annual report.

### INTERNAL FINANCIAL CONTROL SYSTEM

Given the magnitude and nature of its business, the Company has maintained sound and commercial practice with an effective internal control system. The system ensures that all transactions are authorized, recorded and reported correctly to safeguard the assets of the Company and protect them from any loss due to unauthorized use or disposition. The adequate internal information system is in place to ensure proper information flow for the decision- making process. The Company also has well-established processes and clearly defined roles and responsibilities for people at various levels. The control mechanism also involves well documented policies, authorization guidelines commensurate with the level of responsibility and standard operating procedures specific to the respective businesses, adherence to which is strictly ensured. Internal audit is carried out frequently to create awareness and to take corrective actions on the respective units or areas, which need rectification. These reports are then reviewed by the "Management Team" and the "Audit Committee" for follow-up action.

### **HUMAN RESOURCE DEVELOPMENT**

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.

(Formerly known as Raymed Labs Limited)

CIN: L22203UP1992PLC014240

Reg. off. - C - 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar

Pradesh, India, 201301, Website- www.raymedlab.com

Email-raymedlabs@rediffmail.com, Phone no. 7738669898

DISCLOSURE OF ACCOUNTING TREATMENT

While preparation of financial statements, a relevant Accounting Standard treatment has been

followed.

**CAUTIONARY STATEMENT** 

The Management Discussion and Analysis Report containing your Company's objectives, projections,

estimates and expectation may constitute certain statements, which are forward looking within the

meaning of applicable laws and regulations. The statements in this management discussion and

analysis report could differ materially from those expressed or implied. Important factors that could

make a difference to the Company's operation include raw material availability and prices, cyclical

demand and pricing in the Company's principal markets, changes in the governmental regulations, tax

regimes, forex markets, economic developments within India and the countries with which the

Company conducts business and other incidental factors.

On Behalf of the Board of Directors

FOR CRESANTO GLOBAL LIMITED

(formerly known as Raymed Labs Limited)

Sd/-

(Prashant Nathmal Bajaj)

**Managing Director** 

DIN: 06634046

Date: 01st August, 2025

Place: Mumbai

88



NIDHI BAJAJ & ASSOCIATES
COMPANY SECRETARIES

E-mail: csnidhi3388@gmail.com

A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

### **ANNEXURE B**

#### Form No. MR-3

#### **SECRETARIAL AUDIT REPORT**

### FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[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

### **Cresanto Global Limted**

(formerly known as Raymed Labs Limited)

C- 273, C block, sector 63, Gautam Buddha

Nagar, Noida, Uttar Pradesh, India, 201301

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cresanto Global Limted** (formerly known as Raymed Labs Limited) (CIN: L22203UP1992PLC014240) (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 verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, information to the extent provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31 st March, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;



E-mail: csnidhi3388@gmail.com



A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

- IV. 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:
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2018;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading)
     Regulations, Regulations, 2018;
  - c. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other amendments thereof (hereinafter collectively referred to as "Listing Regulations");
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time- Not Applicable to the Company during the Audit Period.
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **Not Applicable to the Company during the period under review.**
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities)

    Regulations, 2008 **Not Applicable to the Company during the period under review.**
  - 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;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,
     2018 Not Applicable to the Company during the period under review.
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
     Not Applicable to the Company during the period under review.
  - j. Securities and Exchange Board of India (Depositories and Participants) Regulations,2018;

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

(i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board and General Meetings.

E-mail: csnidhi3388@gmail.com

NIDHI BAJAJ & ASSOCIATES
COMPANY SECRETARIES

A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

(ii) The Listing Agreements entered into by the Company with BSE Limited as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015.

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

### We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.
- 2. Adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent as per the applicable provisions.
- 3. Further, where the notice, agenda and notes to agenda were given at a shorter period of time for meetings scheduled to transact the urgent business, the requirement of the secretarial standards were complied with and presence of atleast one independent directors was ensured.
- 4. All decisions at Board and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors and Committees of the Board, as the case may be.

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

We further report that during the audit period the company has taken following actions and entered into following events:

- 1. Changes taken place among the Director's/KMP's of the Company:
  - i. Ms. Shreya Sanjay Dave (ICSI Membership No. A70197) has resigned from the post of Company Secretary and Compliance Officer w.e.f. 23<sup>rd</sup> August, 2024.

E-mail: csnidhi3388@gmail.com



A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

- ii. Ms. Roshni Kapshiwal (ICSI Membership No. A73894) appointed as a Company Secretary & Compliance Officer of the Company w.e.f. 06<sup>th</sup> November, 2024.
- iii. Mr. Nishant Nathmal Bajaj (DIN: 06634036) appointed as an Additional (Category: Non-Executive) Director of the company w.e.f. November 06<sup>th</sup>, 2024.
- iv. Mr. Prashant Nathmal Bajaj (DIN: 06634037) appointed as Additional Director (Executive) of the Company w.e.f. 08<sup>th</sup> January, 2025.
- v. Mr. Hitesh Bajoria (DIN: 08563703) appointed as Additional Director (Non-Executive) of the Company w.e.f. 08<sup>th</sup> January, 2025.
- vi. Mr. Tushar Pandit Awate (DIN: 10806831) appointed as Additional Director (Non-Executive) of the Company w.e.f. 08<sup>th</sup> January, 2025.
- vii. Mrs. Urmila Hansraj Sharma (DIN: 10801754) appointed as Additional Director (Non-Executive) of the Company w.e.f. 08<sup>th</sup> January, 2025.
- viii. Mr. Ajay Goyal, has resigned from the post as Whole Time Director & CFO of the Company w.e.f. 27<sup>th</sup> January, 2025.
- ix. Ms. Nisha Goyal, has resigned from the post as a Director & Internal Auditor of the company w.e.f. 27<sup>th</sup> January, 2025.
- x. Ms. Roshni Kapshiwal (ICSI Membership No. A73894) has resigned from the post of Company Secretary and Compliance Officer w.e.f. 29<sup>th</sup> January, 2025.
- xi. Ms. Poonam Sharma has resigned from the post of Independent Director w.e.f. 30<sup>th</sup> January, 2025.
- xii. Mr. Harsh Prabhakar has resigned from the post of Independent Director w.e.f. 30<sup>th</sup> January, 2025.
- xiii. Mr. Tushar Pandit Awate, has resigned from the post as Additional Director of the Company w.e.f. 25<sup>th</sup> March, 2025.
- xiv. Ms. Prity Bishwakarma, appointed as Non- Executive Independent Woman Director of the Company w.e.f. 25<sup>th</sup> March, 2025 till 24<sup>th</sup> March, 2030.
- xv. Mr. Vipul Dubey, appointed as the Non- Executive Independent Director of the Company for the term 5 (five) consecutive years w.e.f 25<sup>th</sup> March, 2025 to 24<sup>th</sup> March, 2030.
- xvi. Mr. Pankesh Suthariya (ICSI Membership No. F12012) appointed as a Company Secretary & Compliance Officer of the Company w.e.f. 25<sup>th</sup> March, 2025.
- Shifting of the Registered office of the company within same city from "103 Emperor 1, Supertech Emerald Court, Sector 93A, Gautam Buddha Nagar, Noida, Uttar Pradesh–201304" to "C-273, Sector-63, Noida, Uttar Pradesh-201301."



NIDHI BAJAJ & ASSOCIATES E-mail: csnidhi3388@gmail.com

A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

3. Approved the Borrowing Limits upto Rs. 50 crores under Section 180(1)(c) of the Company Act, 2013.

- 4. Approved the Charge Creation Limits upto Rs. 50 crores under under Section 180(1)(a) of the Company Act, 2013.
- 5. Approved the Limits for provide loans, give guarantees or securities, or make investments upto Rs. 50 crores under under Section 185 of the Company Act, 2013.
- 6. Approved the Limits for Loan, guarantee and Investment upto Rs. 50 crores under under Section 186 of the Company Act, 2013.
- 7. Appointment of M/s. Jain P & Associates, as the Secretarial Auditor of the Company for the financial year 2023-24.
- 8. Appointment of M/s. K T P S & Co., Chartered Accountants, Mumbai as the Statutory Auditor of the company for the financial year 2024-25 to 2028-29.
- 9. Appointment of M/s. Nidhi Bajaj & Associates, Practicing Company Secretary, as the Secretarial Auditor of the Company for the financial year 2024-25.
- 10. Appointed Ms. Komal Bajaj, as the Internal Auditor of the Company for the financial year 2024-25.
- 11. Approved the maintenance of the Books of Accounts of the Company at an address other than the Registered Office of the Company, in accordance with the provisions of the Companies Act, 2013.
- 12. Re-constituted Audit Committee, Nomination and Remuneration Committee and Stakeholder relationship Committee.
- 13. The Company altered the Name Clause of its Memorandum of Association pursuant to the change of name from M/s. Raymed Labs Limited to M/s. Cresanto Global Limited. While the name change process has been duly completed with the Registrar of Companies (ROC), the updation of the new name on the BSE portal is pending."
- 14. Altered the Object Clause of the Memorandum of Association of the company by replacing the old object of Pharmaceuticals by new business activities of Flexible Packaging and Trading Business.

We Further Report on the Material Events occurred during the period under review:

E-mail: csnidhi3388@gmail.com

NIDHI BAJAJ & ASSOCIATES

A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

An Open Offer was made by Mr. Nishant Nathmal Bajaj, Mr. Prashant Nathmal Bajaj, Mr. Hitesh Bajoria, Mr. Tushar Pandit Awante and Mrs. Urmila Hansraj Sharma (collectively referred to as the "Acquirers") through a Letter of Offer dated January 7, 2025, in compliance with Regulations 3(1) and 4 of the SEBI SAST Regulations. The offer was made for the acquisition of up to 11,11,110 equity shares (26% of the voting share capital) of the Company from the public shareholders at a price of Rs. 3 per equity share, payable in cash. Against the said offer, 1,000 equity shares were validly tendered and accepted.

The Open Offer was triggered pursuant to the execution of a Share Purchase Agreement dated September 5, 2024, under which the Acquirers acquired 12,12,050 equity shares (28.36% of the voting share capital) of the Company from the erstwhile promoter, Mr. Ajai Goyal, at a negotiated price of Rs. 3 per share.

In accordance with the provisions of the SEBI SAST Regulations, M/s Swaraj Shares and Securities Private Limited acted as the Manager to the Offer.

Consequent to the above transactions, the Acquirers have been inducted as the new Promoter Group of the Company, and the erstwhile promoter has ceased to be classified under the "Promoter" category.

We further report that the aforesaid acquisitions and reclassification were carried out in compliance with the applicable provisions of the SEBI SAST Regulations, 2011 and other relevant laws.

We further report that during the audit period there were no instance of:

- (i) Right issue/ Public Issue/ Bonus of shares / debentures/ Sweat Equity.
- (ii) Redemption / buy-back of securities.
- (iii) Merger / amalgamation / reconstruction, etc.
- (iv) Foreign technical collaborations.

Further, our report of even dated to be read along with the following clarifications:

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



E-mail: csnidhi3388@gmail.com

A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

### For M/s. Nidhi Bajaj & Associates

Practicing Company Secretaries

Peer Reviewed Firm- 2458/2022

Sd/-

**Company Secretary in Practice** 

M.No.: 28907

**CP No.: 14596** 

Place: Mumbai

Date: 01st August, 2025

UDIN: A028907G000911162

NIDHI BAJAJ & ASSOCIATES

E-mail: csnidhi3388@gmail.com

A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

### 'Annexure A'

To,

The Members,

### **Cresanto Global Limted**

### (formerly known as Raymed Labs Limited)

C- 273, C block, sector 63, Gautam Buddha

Nagar, Noida, Uttar Pradesh, India, 201301

Our report of even date is to be read along with this letter.

- Maintenance of secretarial records 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 test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
- 4. Wherever 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, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
- 6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### For M/s. Nidhi Bajaj & Associates

Practicing Company Secretaries
Peer Reviewed Firm- 2458/2022

Sd/-

**Company Secretary in Practice** 

M.No.: 28907 CP No.: 14596 Place: Mumbai

Date: 01<sup>st</sup> August, 2025 UDIN: A028907G000911162

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com
Email- raymedlabs@rediffmail.com, Phone no. 7738669898

### "ANNEXURE C" TO THE DIRECTOR'S REPORT

PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE, 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND ANNEXED TO AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025:

	The ratio of the remuneration of each director t	o the median remuneration of the employees	
Sr.	Name of the Director	Ratio of remuneration to the median	
no.		remuneration of the employees	
1	Mr. Prashant Nathmal Bajaj	N.A.	
2	Mr. Nishant Nathmal Bajaj	N.A.	
3	Mr. Hitesh Bajoria	N.A.	
4	Mrs. Urmila Hansraj Sharma	27.97%	
5	Mrs. Prity Bishwakarma	N.A.	
6	Mr. Vipul Subhashchandra Dubey	N.A.	
7	Mr. Ajai Goyal	2.33%	
8	Mr. Nisha Goyal	N.A.	
9	Mr. Harsh Prabhakar	N.A.	
10	Mr. Poonam Sharma	N.A.	
	The percentage increase in remuneration of each director, CFO , CEO, Company Secretary of		
Sr.	Name of the Director/CFO/Company Secretary % Increase over last F.Y.		
no.			
1	Mr. Prashant Nathmal Bajaj, Chief Financial	N.A.	
2	Ms. Shreya Dave, Company Secretary (upto.	N.A.	
	23rd August, 2024)		
3	Ms. Roshni Kapsiwal, Company Secretary	N.A.	
	((w.e.f 06th November, 2024 till 28th January,		
4	Mr. Pankesh Sithariya, Company (w.e.f. 25th	N.A.	
	March, 2025)		

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com
Email- raymedlabs@rediffmail.com, Phone no. 7738669898

	The percentage increase/ decrease in the	N.A.
(iii)	median remuneration of employees in the	
	financial year	
	The number of permanent employees on the	5
(iv)	rolls of the Company as on 31st March, 2025	
	Average percentile increase already made in the	N.A.
	salaries of employees other than the	
(v)	managerial personnel in the last financial year	
	and its comparison with the percentile increase	
	in the managerial remuneration and	
	justification thereof and point out if there are	
	any exceptional circumstances for increase in	
	the managerial remuneration:	
(vi)	The key parameters for any variable	N.A.
	component of remuneration availed by the	
(vii)	Affirmation that the remuneration is as per	Pursuant to Rule 5(1)(xii) of the Companies
	the remuneration policy of the Company:	(Appointment and Remuneration of
		Managerial Personnel) Rules, 2014, it is
		affirmed that the remuneration paid to the
	1	

## (II) Statement showing details of Employees of the Company as per Section 197 (12) read with Rule

5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

In pursuant to the provisions of Section 197(12) of the Companies Act,2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Pursuant to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013 the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary of the Company and the same will be furnished without any fee.

(Formerly known as Raymed Labs Limited)
CIN: L22203UP1992PLC014240

Reg.off.- C- 273, C block, sector 63, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301, Website- www.raymedlab.com
Email- raymedlabs@rediffmail.com, Phone no. 7738669898

### **CERTIFICATE BY CFO**

[Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015]

I Prashant Nathmal Bajaj, Managing Director & Chief Financial Officer of Cresanto Global Limited (Formerly Known as Raymed Labs Limited) ("the Company") to the best of my knowledge and belief hereby certify that:

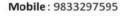
- a) I have reviewed financial statements including the cash flow statement for the year ended 31<sup>st</sup> March, 2025 and that to the best of my knowledge, I state that these statement:
  - Do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's code of business conduct and Ethics.
- c) I accept the responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee that there have been:
  - i. no changes in internal control during the year.
  - ii. no changes in accounting policies during the year, and there are no instances of fraud during the year.
  - iii. No instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/-

Place: Mumbai Prashant Nathmal Bajaj

Date: 01<sup>st</sup> August, 2025 Managing Director &

**Chief Financial Officer** 



NIDHI BAJAJ & ASSOCIATES
COMPANY SECRETARIES

E-mail: csnidhi3388@gmail.com

A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

### **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members,

### **Cresanto Global Limted**

### (formerly known as Raymed Labs Limited)

C-273, C block, sector 63, Gautam Buddha

Nagar, Noida, Uttar Pradesh, India, 201301

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Cresanto Global Limted *(formerly known as Raymed Labs Limited)* (CIN: L22203UP1992PLC014240) having registered office at C-273, C block, sector 63, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

The list of Directors Cresanto Global Limted as on 31st March, 2025:

Sr No.	Name of the Director	DIN No.	Date of Appointment in Company
1	Mr. Prashant Nathmal Bajaj	06634046	08/01/2025
2	Mr. Nishant Nathmal Bajaj	06634036	06/11/2024
3	Mr. Hitesh Bajoria	08563703	08/01/2025
4	Mrs. Urmila Hansraj Sharma	10801754	08/01/2025
5	Mrs. Prity Bishwakarma	11006652	25/03/2025



E-mail: csnidhi3388@gmail.com

A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane - 401 101

6 Mr. Vipul Subhashchandra Dubey 10406803 25/03/2025

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

### For M/s. Nidhi Bajaj & Associates

Practicing Company Secretaries
Peer Reviewed Firm- 2458/2022

Sd/-

**Company Secretary in Practice** 

M.No.: 28907

**CP No.: 14596** 

Place: Mumbai

Date: 01st August, 2025

UDIN: A028907G000911206

### **INDEPENDENT AUDITOR'S REPORT**

To the Members of Cresanto Global Limited (formerly known as Raymed Labs Limited)

Report on the Audit of the Standalone Ind AS Financial Statements

### **Opinion**

We have audited the accompanying standalone financial statements of Cresanto Global Limited (formerly known as Raymed Labs Limited) (the "Company"), which comprise the standalone balance sheet as at March 31, 2025, and the standalone statement of Profit and Loss (including other comprehensive income), and the standalone statement of changes in equity and the standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financials Statements").

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 Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Information other than the Financials Statements and Auditor's Report Thereon



The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance, Shareholder's Information and Director's report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibilities for the Standalone Financials Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the standalone financial statements, the management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether
  due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit
  evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting
  a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may
  involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures
  that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible
  for expressing our opinion on whether the Company has adequate internal financial controls with
  reference to standalone financial statements in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatement in the Standalone Financial Statements that, individually
  or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of
  the Standalone financial statements may be influenced. We consider quantitative materiality and
  qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work;
  and (ii) to evaluate the effect of any identified misstatement in the Standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on Other Legal and Regulatory Requirements**

- 1. As required by the Companies (Auditor's Report) Order, 2020 ("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 on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 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 standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows 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 Ind AS specified under Section 133 of the Act;
  - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act, in our opinion, according to the information and explanation give to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act, and
- (h) 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 does not have any pending litigation which would impact its financial position except as disclosed in note 39 to the standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company("Ultimate Beneficiaries"), or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



(b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

The Company has neither declared nor paid any dividend during the year.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being

tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For KTPS & Co.

Chartered Accountants

Firm Registration No: 134942W

Sd/-

**Anurag Khandelia** 

Partner

Membership No. 172909

UDIN: 25172909BMIGFI4967

Place: Mumbai

Date: 22/05/2025

### "Annexure A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report to the members of Cresanto Global Limted (formerly known as Raymed Labs Limited) of even date)

To the best of our information and according to the explanations provided to us by the company and the books of accounts and record examined by us in the normal course of audit, we state that:

- - B.) The Company has maintained proper records showing full particulars of intangible assets.
  - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
  - c. The Company does not have immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i) (c) of the Order is not applicable.
  - d. The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets during the year.

- e. No proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. a. According to the information and explanations given to us, the Company is not holding any inventory and hence there is no requirement of physical verification of inventory at reasonable intervals
  - b. During the Financial Year Company has not sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments during the year and not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or any other parties. Accordingly, reporting under clause 3(iii)(a) to 3(iii)(f) of the Order are not applicable.
- iv. According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with provision of section 186 of the Companies Act 2013 respect of the investment made. Further, the company has not provided any guarantee nor has given loans or provided guarantee or security and therefore the relevant provisions of Section 185 of the Companies Act, 2013 are not applicable to the Company.
- v. The company has not accepted any deposit or amounts which are deemed to be deposits.

  Hence, reporting under clause 3(V) of the Order is not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the company. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

vii. a. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.

There was no undisputed amount payable in respect Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2025 for a period of more than six months from the date they became payable

- b. There are no dues of Goods and Services Tax, provident fund, employees' state insurance, Income Tax, Sales Tax Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax or Cess and other statutory dues to the extent applicable to the Company which have not been deposited on account of any dispute with the appropriate authorities.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year, in the tax assessment under the Income Tax Act, 1961(43 of 1961).
- ix. a. The Company has not defaulted in repayment of loans and borrowings or in the payment of interest thereon to the lenders during the year.
  - b. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
  - c. No term loans were obtained during the year. Accordingly, reporting under clause 3(ix) of the Order is not applicable.
  - d. On an overall examination of the financial statements of the Company, we report that, prima-facie, no funds raised on short-term basis have been used for long-term purposes by

the Company.

- e. We report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. We report that the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- a. The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.
  - b. The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.
- xi. a. We report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year.
  - b. No report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year.
  - c. As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the transactions entered with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and details have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

- xiv. a. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
  - b. We have considered the internal audit reports of the Company issued till date, for the year under audit.
- xv. In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
  - b. The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
  - c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
  - d. The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has incurred any cash losses in the current financial year and in the immediately preceding financial year.
- xviii. According to the information and explanation given to us and based on our examination of the records of the Company previous auditor M/s A Kay Mehra & Co. has resigned due to pre-occupation.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements,

our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. There are no unspent CSR amount for the year requiring a transfer to a fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of subsection (6) of Section 135 of the said Act. Accordingly reporting under clause (xx) of the Order is not applicable for the year.

xxi. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

### For KTPS & Co.

**Chartered Accountants** 

Firm Registration No: 134942W

Sd/-

### **Anurag Khandelia**

Partner

Membership No. 172909

UDIN: 25172909BMIGFI4967

Place: Mumbai

Date: 22/05/2025

### "Annexure B" TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of Cresanto Global Limited (formerly known as Raymed Labs Limited) (the "Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

# **Management's Responsibility for Internal Financial Controls**

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 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's 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 the Institute of Chartered Accountants of India. 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an 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 auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone 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, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, 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.

### For KTPS & Co.

**Chartered Accountants** 

Firm Registration No: 134942W

### Sd/-

## **Anurag Khandelia**

Partner

Membership No. 172909

UDIN: 25172909BMIGFI4967

Place: Mumbai

Date: 22/05/2025

CIN: L22203UP1992PLC014240

Standalone Balance Sheet as at March 31, 2025

(Amount in Lakhs) As at As at **Particulars Notes** March 31, 2025 March 31, 2024 I. ASSETS 1. Non Current Assets (a) Property, Plants and Equipments 3 14.58 (b) Right-of- use -assets (c) Other Intangible Assets 4 (d) Financial Assets (i) Investments (ii) Other financial assets (e) Deferred Tax Assets (Net) Sub -Total 14.58 -2. Current Assets (a) Inventories (b) Financial Assets (i) Trade Receivables 5 (ii) Cash and Cash Equivalents 6 0.01 0.05 (iii) Bank Balances other than cash and cash Equivalents (iv) Loans (v) Other financial assets 7 0.45 (c) Current Tax Assets 8 3.11 (d) Other Current Assets Sub -Total 3.12 0.50 3.12 15.08 Total **II. EQUITY AND LIABILITIES** Equity (a) Equity Share Capital 9 427.35 427.35 (b) Other Equity 10 (686.14)(668.11) Sub-Total (258.79)(240.76)Liability 1. Non Current Liabilities (a) Financial Liabilities 237.12 243.17 (i) Borrowings 11 (ii) Lease Liabilities (b) Provisions 237.12 Sub-Total 243.17 2. Current Liabilities (a) Financial Liabilities (i) Borrowings (ii) Lease Liabilities (iii) Trade Payable Total Outstanding dues of Micro and Small Enterprises 12 Total Outstanding dues to creditors other than Micro and Small Enterp 12 (iv) Other Financial Liabilities 13 23.14 12.66 (b) Other Current Liabilities 14 1.67 (c) Provisions (d) Current Tax Liabilities **Sub-Total** 24.81 12.66 3.12 15.08

See accompanying notes to the financial statements

1 to 32

In terms of our report of even date

For K T P S & Co.
Chartered Accountants
Firm Registration No 134942W

For and on behalf of the Board of Directors of **Cresanto Global Limited** 

Cresanto Giobai Linnteo

Anurag Khandelia Partner Membership No. 172909 UDIN - 25172909BMIGFI4967 Sd/-Prashant Bajaj Managing Director & CFO DIN:06634046 Sd/-Nishant Bajaj Non Executive Director DIN:06634036

Sd/-

Pankesh Sutariya Company Secretary

Place: Mumbai Place: Mumbai
Date: May 22,2025 Date: May 22,2025

Standalone Statement of Profit and Loss for the year ended March 31, 2025

(Amount in Lakhs)

Particulars		Notes	Year ended March 31, 2025	Year ended March 31, 2024
INCOME				
Revenue form Operations		15	-	-
Other Income		16	52.59	-
Total Income		_	52.59	-
EXPENSES		_		
Purchases of Stock in Trade		17	-	-
Change in Inventories of Stock-in-Trade		18	-	-
Employee Benefits Expenses		19	21.45	3.60
Finance Costs		20	11.49	- 0.40
Depreciation & Amortization Expenses		21 22	0.44 37.26	0.48
Other Expenses Total Expenses			70.64	6.09 <b>10.16</b>
PROFIT / (LOSS) BEFORE EXCEPTIONAL ITEMS & TAX		_	(18.05)	(10.16)
Exceptional Items			-	-
PROFIT / (LOSS) BEFORE TAX			-18.05	-10.16
LESS: Tax Expenses				
- Current Tax			-	-
- Deferred Tax			-	-
- Taxes for Earlier Period		_	<u>-</u>	<u> </u>
PROFIT / (LOSS) FOR THE YEAR ( A )		=	(18.05)	(10.16)
OTHER COMPREHENSIVE INCOME				
a) (i) Items that will not be reclassified to profit or loss				
- Actuarial Gain/(loss) on Gratuity Valuation	aified to musfit ou loss		-	-
(ii) Income tax relating to items that will not be reclas	sitied to profit or loss		-	-
TOTAL OTHER COMPREHENSIVE INCOME ( B )			-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR ( A+B+	·C)	=	(18.05)	(10.16)
Earnings per Equity Share		23		
Basic & Diluted Earnings Per Share	4		(0.42)	(0.24)
See accompanying notes to the financial statements	1 to 32  For and on behalf of the Box	and of Dina	atomo of	
In terms of our report of even date  For KTPS & Co.	Cresanto Global Limited	aru or Dire	ectors or	
Chartered Accountants	Cresanto Giobai Linnteu			
Firm Registration No 134942W				
	Sd/-		id/-	
Anurag Khandelia	Prashant Bajaj		Nishant Bajaj	
Partner Marsharship No. 173000	Managing Director & CFO		Non Executive Director	
Membership No. 172909 UDIN - 25172909BMIGFI4967	DIN:06634046		DIN:06634036	
		9	id/-	
			Pankesh Sutariya	
			Company Secretary	
Place: Mumbai	Place: Mumbai			
Date: May 22,2025	Date: May 22,2025			

CIN: L22203UP1992PLC014240

Standalone Statement of Cash Flows for the year ended March 31, 2025

(Amount in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
A. Cash flow from operating activities		
Profit before tax	(18.05)	(10.16)
Adjustments for:		
Depreciation and amortization	0.44	0.48
Other Non Cash Items	-	3.84
Interest on lease liability	-	-
Profit on Sale of Property, Plant and Equipment	(50.82)	-
Finance Costs (Including Fair Value Change in Financial Instruments)	11.49	-
Operating profit before working capital changes	(56.94)	(5.85)
Adjustments for :		
(Increase) / Decrease in inventories	-	-
(Increase) / Decrease in trade receivables	-	-
(Increase) / Decrease in Current Loans and Advances	0.45	-
(Increase) / Decrease in Financial Assets-Others	-	-
(Increase) / Decrease in other current assets	(3.11)	-
Increase/(Decrease) in trade payables	-	(0.22)
Increase/(Decrease) in Current Financial Liabilities-Others	10.47	-
Increase/(Decrease) in other current liabilities and provisions	1.67	<u>-</u>
Cash generated from operations	(47.46)	(6.07)
Direct taxes paid	<u>-</u>	<u>-</u>
Net cash flow from operating activities	(47.46)	(6.07)
B. Cash Flow from Investing Activities		
Purchase of Property Plant and Equipment	-	-
Increase (Decrease) in Long Term Loan and Advances	(6.05)	6.07
Proceeds from/(investments in) Fixed Deposits (Net)	-	-
Proceeds from Sale of Property, Plant and Equipment	64.96	
Net Cash inflow from/ (outflow) from Investing activities	58.91	6.07
C. Cash Flow from Financing Activities		
Increase / (Decrease) in Current Borrowings	-	-
Interest Paid	(11.49)	-
Other borrowing cost	<u> </u>	<u>-</u> _
Net Cash inflow from/ (outflow) from Financing activities	(11.49)	-
D. Effect of exchange differences on translation of foreign currency cash and cash equivalents	-	-
Net increase / (decrease) in cash and cash equivalents	(0.04)	0.00
Cash and cash equivalents at the Beginning of the year	0.05	0.05
Cash and cash equivalents at the end of the year	0.01	0.05
Net cash Increase/(decrease) in cash and cash equivalent	(0.04)	
and and a state of the same and a same additional and a same	(0.04)	

## CIN: L22203UP1992PLC014240

Standalone Statement of Cash Flows for the year ended March 31, 2025

Notes

The Accompanying notes form an integral part of financial statements

- 1. Cash Flow statement has been prepared under "Indirect Method", set out in Ind AS 7, notified under the Companies (Indian Accounting Standard) Rules, 2015.
- 2. Cash and cash Equivalents Represent cash and Cash deposit with bank which are considered to be highly liquid.
- 3. Previous year's figures have been regrouped and rearranged wherever necessary in order to conform to current year's figures.

See accompanying notes to the financial statements

In terms of our report of even date

For KTPS&Co.

**Chartered Accountants** 

Firm Registration No 134942W

**Anurag Khandelia** 

Partner

Membership No. 172909 UDIN - 25172909BMIGFI4967 For and on behalf of the Board of Directors of

**Cresanto Global Limited** 

Sd/- Sd/-

Prashant Bajaj Nishant Bajaj

Managing Director & CFO

DIN:06634046

oa/-

Non Executive Director

(Amount in Lakhs)

DIN:06634036

Sd/-

**Pankesh Sutariya** Company Secretary

Place: Mumbai Date: May 22,2025 Place: Mumbai Date: May 22,2025

# CIN: L22203UP1992PLC014240

Standalone Statement Of Changes In Equity for the year ended March 31, 2025

# A) Equity Share Capital

(Amount in Lakhs)

Particulars	No. of shares	Amount
As at 1st April, 2023	42,73,500	427.35
Equity Share Capital issued during the year	-	-
As at 31st March, 2024	42,73,500	427.35
Equity Share Capital issued during the year	-	-
As at March 31, 2025	42,73,500	427.35

# B) Other Equity

(Amount in Lakhs)

	Reserves and Surplus						
Description	General Reserve	Development Rebate Reserve	Investment Allowance Utilised Reserve	Securities Premium	Retained Earnings	Other Comprehensive Income	Total
Balance as at April 1, 2023	-	-	-	-	(657.95)	-	(657.95)
Profit / (Loss) for the year	-	-	-	-	(10.16)	-	(10.16)
Other Comprehensive Income for the year	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	(10.16)	-	(10.16)
Movement for the year	-	-	-	-	-	-	-
Balance as at March 31, 2024	-	-	-	-	(668.11)	-	(668.11)
Balance as at April 1, 2024	-	-	-	-	(668.11)	-	(668.11)
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	(668.11)	-	(668.11)
Profit / (Loss) for the year	-	-	-	-	(18.05)	-	(18.05)
*Addition During the year	-	-	-	-	-	-	-
*Deletion During the year		-	-				-
Other Comprehensive Income for the year	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	(18.05)	-	(18.05)
Movement for the year	-	-	-	-	-	-	-
Balance as at March 31, 2025	-	-	-	-	(686.14)	-	(686.16)

#### CIN: L22203UP1992PLC014240

Standalone Statement Of Changes In Equity for the year ended March 31, 2025

### Pursuant to the requirements of Division II to Schedule III, below is the nature and purpose of Reserves:

- (i) General reserve: It represents a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of the Companies Act, 1956. Transfer of profit to general reserve is not mandatory under the Companies Act, 2013.
- (ii) Development Rebate Reserve: Development Rebate Reserve is created to comply with the provisions of relevant statute.
- (iii) Investment Allowance Utilised Reserve: Investment Allowance Utilised Reserve is created to comply with the provisions of relevant statute.
- (iv) Securities premium: Securities premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs etc. In case of equity settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium.
- (v) Retained earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

### This is the Statement of Changes in Equity referred to in our report of even date

For KTPS & Co.

Chartered Accountants
Firm Registration No 134942W

For and on behalf of the Board of Directors of

**Cresanto Global Limited** 

**Anurag Khandelia** 

Partner

Membership No. 172909 UDIN - 25172909BMIGFI4967 Sd/-

Prashant Bajaj

Managing Director & CFO

DIN:06634046

Sd/-

Nishant Bajaj

Non Executive Director

DIN:06634036

Sd/-

Pankesh Sutariya
Company Secretary

Place: Mumbai Date: May 22,2025 Place: Mumbai Date: May 22,2025

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

### 1. Corporate information

Cresanto Global Limited is incorporate on March 30, 1992. The Company is limited by shares and its shares are listed on Bombay Stock Exchange. The Company's registered office is situated at C- 273, C block, sector 63, Noida, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301.

### 2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied in all material respect for all the years presented, unless otherwise started.

### 2.1 Basis of Preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (INDAS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended). The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values. The Company follows the accrual basis of accounting.

These financial statements include the Balance Sheet, the Statement of Changes in Equity, the Statement of Profit and Loss, the Statement of Cash flows and Notes, comprising a summary of significant accounting policies and other explanatory information and comparative information in respect of the preceding period.

Accounting policies have been consistently applied except where a newly-issued Indian accounting standard is initially adopted or a revision to an existing Indian accounting standard requires a change in the Indian accounting policy hitherto in use.

The Ind AS financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 1,00,000), except when otherwise indicated. Earnings per share data are presented in Indian Rupees up to two decimal places.

## 2.2 Use of estimates

The preparation of financial statements requires management of the Company to make estimates and assumptions that effect the reported assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Examples of such estimates include estimation of useful lives of tangible and intangible assets, provision for doubtful advances, employee costs, assessments of recoverable amounts of deferred tax assets and cash generating units, provisions against litigations and contingencies. Estimates and underlying assumptions are reviewed by management at each reporting date. Actual results could differ from these estimates. Any revision of these estimates is recognised prospectively in the current and future periods.

# 2.3 Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

## 2.4 Property, Plant and Equipment

Property, Plant and Equipment is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost, net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment. Cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use as estimated by the management. Any trade discounts and rebates are deducted in arriving at the purchase price.

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement, if the recognition criteria are satisfied. The carrying values of Property, Plant and Equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

PPE not ready for the intended use, on the date of the Balance Sheet are disclosed as "Capital Work-in-Progress".

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the property, plant and equipment is de-recognised.

Borrowing cost relating to acquisition/construction of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Depreciation is calculated on WDV basis over the estimated useful life of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013. The identified component of fixed assets are depreciated over the useful lives and the remaining components are depreciated over the life of the principal assets.

Subsequent expenditures relating to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost can be measured reliably.

CIN: L22203UP1992PLC014240

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

Depreciation is provided using the written down value as per the following useful life as per Schedule II of the Companies Act 2013:

Sr.No	Nature of Asset	Estimated Useful Life(In Years)
	Tangible Assets	
1	Plant and Machinery	15
2	Computers and Printers	3 to 5
3	Office Equipment	5
4	Furniture and Fittings	10
5	Vehicle	8

Repairs & maintenance costs are recognised in the statement of Profit and Loss. Assets costing 5,000 or less are fully depreciated in the year of purchase.

### 2.5 Intangible assets

Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expenses on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of carrying value of another asset.

Amortization is provided using the Straight Line Method as per the following useful life as per Schedule II of the Companies Act 2013:

Sr.No	Nature of Asset	Estimated Useful Life(In Years)
	Intangible Assets	
1	Software	5
2	Trademark	5

### 2.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

General borrowing costs are capitalised at the weighted average of such borrowings outstanding during the year.

### 2.7 Inventories

### Inventories are valued as under:

#### **Traded Goods:**

Valued at lower of cost or net realizable value and for this purpose cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### 2.8 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits.

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

#### 2.9 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### 2.10 Impairment of financial assets & non-financial assets

#### a. Financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the Statement of Profit and Loss.

#### b. Non-financial assets

Intangible assets and Property, Plant and Equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior year.

Intangible assets with indefinite useful lives are tested for impairment annually as at year end at the CGU level, as appropriate and when circumstances indicate that the carrying value may be impaired.

# 2.11 Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional.

The specific recognition criteria described below must also be met before revenue is recognised.

## Sale of goods:

Revenue from sale of goods is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any).

Interest income: 127

### Accompanying notes to the standalone financial statements for the year ended March 31, 2025

Interest income is accrued on time proportion basis, by reference to the principal outstanding and effective interest rate applicable.

#### Other Income:

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

#### Dividend:

Dividend income is recognised when to right to receive payment has been established.

#### **2.12 Taxes**

Tax expenses comprise of current and deferred tax.

### **Current income tax**

- **a.** Current tax is measured at the amount expected to be paid on the basis of reliefs and deductions available in accordance with the provisions of the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- **b.** Current tax items are recognised in correlation to the underlying transaction either in P&L, OCI or directly in equity.

#### **Deferred tax**

- **a.** Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
- **b.** Deferred tax liabilities are recognised for all taxable temporary differences.
- c. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilized.
- **d.** The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
- **e.** Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date.
- f. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.
- **g.** Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

### 2.13 Earnings Per Share (EPS)

### **Basic Earnings per Share**

Basic earnings per share is calculated by dividing: the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.

### **Diluted Earnings per Share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

# 2.14 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has present obligation (legal or constructive) as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.

Contingent Liabilities are disclosed by way of notes to Financial Statements. Contingent assets are not recognised in the financial statements but are disclosed in the notes to the financial statements where an inflow of economic benefits is probable. Provisions and contingent liabilities are reviewed at each Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

### 2.15 Financial instruments

#### **A Financial Assets**

The Company recognizes a financial asset in its balance sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction cost that are attributable to the acquisition of the financial asset.

Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss.

However trade receivables that do not contain a significant financing component are measured at transaction price.

#### Investments and other financial assets

### (i) Classification and Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are expensed in the Statement of Profit and Loss.

#### **Financial Assets:**

Subsequent measurement of financial assets depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its financial assets into following categories:

#### 1 Amortised cost:

Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method.

### 2 Fair value through other comprehensive Income:

Financial assets with a business model:

- (A) Whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and
- (B) where the Company has exercised the option to classify the investment as at fair value through other comprehensive income, all fair value changes on the assets are recognised in OCI.

The accumulated gains or losses recognised in OCI are reclassified to retained earnings on sale of such investments.

### 3 Fair value through Profit and Loss:

Financial assets which are not classified in any of the categories above are fair value through profit or loss.

# **Equity instruments:**

The Company measures its equity investment other than in subsidiaries, joint ventures and associates at fair value through profit and loss. The investment in subsidiaries, associates and joint ventures are measured at cost.

### (ii) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's balance sheet) when any of the following occurs:

- i. The contractual rights to cash flows from the financial asset expires;
- ii The Company transfers its contractual rights to received cash flows of the financial assets and has substantially transferred all the risk and rewards of ownership of the financial assets;

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

- iii The Company retains the contractual rights to receive cash flows but assumes a contractual obligations to pay the cash flows without material delay to one or more recipients under a 'pass-through' arrangement (thereby substantially transferring all the risks and rewards of ownership of the financial asset);
- iv The Company neither transfers nor retains substantially all risk and rewards of ownership and does not retain control over the financial asset.

### B Financial liabilities:

### (i) Measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

### (ii) De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

### **Derivative financial Instrument**

A derivative is a financial instrument which changes in value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Company designates certain derivatives as either:

- (a) Hedges of the fair value of recognised assets or liabilities (fair value hedge); or
- (b) Hedges of a particular risk associated with a firm commitment or a highly probable forecast transaction (cash flow hedge);

The Company documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Company also documents its assessment, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in cash flows of hedged items. Movements in the hedging reserve are accounted in other comprehensive income and are shown within the statement of changes in equity. The full fair value of a hedging derivative is classified as a noncurrent asset or liability when the remaining maturity of hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability

### (i) Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The Company only applies fair value hedge accounting for hedging foreign exchange risk on recognised assets and liabilities.

### (ii) Cash Flow Hedge

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The ineffective portion of changes in the fair value of the derivative is recognised in the Statement of Profit and Loss. Gains or losses accumulated in equity are reclassified to the statement of profit and loss in the periods when the hedged item affects the Statement of Profit and Loss.

When a hedging instrument expires or is swapped or unwound, or when a hedge no longer meets the criteria for hedge accounting, any accumulated gain or loss in other equity remains there and is reclassified to Statement of Profit and Loss when the forecasted cash flows affect profit or loss. When a forecasted transaction is no longer expected to occur, the cumulative gains/losses that were reported in equity are immediately transferred to the Statement of Profit and Loss.

### 2.16 Fair value measurement

The Company measures financial instruments, such as, derivatives and investments at fair value as per IND AS 113 at each balance sheet date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2 — The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and investment in private equity funds, real estate funds.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### 2.17 Key Accounting Estimates And Judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on ongoing basis. Any changes to accounting estimates are recognized prospectively. Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

### (i) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

### (ii) Impairment of non - financial assets

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to disclosure of fair value of investment property recorded by the Company.

### (iii) Provision for Contingent Liabilities

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

### (iv) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under note above.

### (v) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

Particulars		As at March 31, 2025	As at March 31, 2024
Trade Receivable considered good-Unsecured*		-	-
Less: Allowance for Expected Credit Loss		-	-
Trade Receivable considered good-Unsecured		-	-
Trade Receivable credit impaired-Unsecured		-	-
Less: Allowance for credit impairment		-	-
Trade Receivable credit impaired-Unsecured		-	-
	Total	-	-

# Trade Receivables ageing schedule

As at March 31, 2025

	Outstanding for following periods from due date of payment						
Particulars	Not Due	Less than 6	6 months - 1	1-2 year	2-3 year	More than 3 year	Total
		months	year				
Undisputed Trade Receivables – considered good	-	-	-	-	-	-	-
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	_	-
Disputed Trade receivable – considered good	_	_	_	_	_	_	_
, ,							
Disputed Trade receivable – considered doubtful	-	-	-	-	-	-	-
Unbilled dues	-	-	-	-	-	-	-
Total		-	-	-	-	-	-

The Company applies the Ind AS 109 simplified approach to measuring expected credit losses (ECLs) for trade receivables on the basis of ECL matrix. The ECLs are calculated on outstanding balances of trade receivables as at the year end.

### As at March 31, 2024

	Outstanding for following periods from due date of payment						
Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 year	2-3 year	More than 3 year	Total
Undisputed Trade Receivables – considered good	-	-	-	-	-	-	-
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-	-
Disputed Trade receivable – considered good	-	-	-	-	-	-	-
Disputed Trade receivable – considered doubtful	-	-	-	-	-	-	-
Unbilled dues	-	-	-	-	-	-	-
Total	-	•	-	•	ı	-	-

(above ageing has been prepared based on due date)

### Movement in expected credit loss & credit impairment

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	-	-
Add: Provision made during the year	-	-
Less: Provision reversed during the year	-	-
Balance at the end of the year	-	-

### Note 6 : Cash and Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balance With Bank - Current Account	0.01	0.05
Cash in hand	-	0.00
Total	0.01	0.05

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

Note 7 : Other Financial Assets		
Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Others	-	0.45
Total	-	0.45

### Note 8 : Current Tax Assets

Particulars	As at	As at
raticulais	March 31, 2025	March 31, 2024
Income Tax Assets	3.11	-
Total	3.11	-

### Note 10 : Other Equity

Particulars		As at March 31, 2025	As at March 31, 2024
Other Reserves			
General Reserve		-	-
Development Rebate Reserve		-	-
Investment allowance utilised Reserve		-	-
Securities Premium		-	-
	A)	-	-
Retained Earnings		(686.14)	(668.11)
Remeasurement on defined benefit plans		-	-
	В)	(686.14)	(668.11)
	Total	(686.14)	(668.11)

### Note 11 : Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured Loans  Loans from Related Parties	237.12	243.17
Total	237.12	243.17

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

Note 12 : Trade Payable		
Particulars	As at	As at
Fatitudis	March 31, 2025	March 31, 2024
Total Outstanding due to Micro & Small Enterprises	-	-
Total Outstanding due to creditors other than Micro & Small Enterprises	-	-
Total	-	-

Note: \*Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of amounts payable to such enterprises as at March 31, 2025 has been made based on the information available with the Company.

Particulars	As at March 31, 2025	As at March 31, 2024
a) The principal amount remaining unpaid to any supplier as at the end of each accounting year.	-	
b) The interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	-	-
c) The amount of interest paid by the buyer in terms of section 16 along with the amounts of the payment made to the	-	-
supplier beyond the appointed day during each accounting year.		
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the	-	-
appointed day during the year) but without adding the interest specified under this Act		
e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest	-	-
dues as above are actually paid to the small enterprise.		

### Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

### Trade Payables Ageing Schedule As at March 31, 2025

	Out	Outstanding for following periods from due date of payment				
Particulars	Not Due	Less than 1 year	1-2 year	2-3 year	More than 3 year	Total
Dues to micro enterprises and small enterprises	-	-			-	-
Dues to other than micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues to other than micro enterprises and small	-					
enterprises		-	-	-	-	-
Unbilled dues	-	-	-	-	-	-
Total			-	-	-	_

### As at March 31, 2024

	Outstanding for following periods from due date of payment					
Particulars	Not Due	Less than 1 year	1-2 year	2-3 year	More than 3 year	Total
Dues to micro enterprises and small enterprises	-	-	-	-	-	-
Dues to other than micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues to other than micro enterprises and small	-					
enterprises		-	-	-	-	-
Unbilled dues	-	-	-	-	-	-
Total	-	-	-	-	-	

### Note 13 : Other Financial Liability

Particulars	As at March 31, 2025	As at March 31, 2024
Expenses Payable	23.14	7.66
Others	-	5.00
Total	23.14	12.66

### Note 14 : Other Current Liability

Particulars	As at March 31, 2025	As at March 31, 2024
Payable to Government Authorities	1.67	-
Total	1.67	-

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

# Note 15 : Revenue form Operations

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Sales of Products :		
Export	-	-
Domestic	-	-
Other Operating Revenue	-	-
Total	-	-

### Note 16 : Other Income

Particulars	Year ended	Year ended
rai liculai 3	March 31, 2025	March 31, 2024
Interest Income		
On bank deposits	1.10	-
Other Non Operating Income		
Profit on sale of fixed assets	50.82	-
Other income	0.67	-
Total	52.59	-

### Note 17: Purchases of Stock in Trade

Particulars	Year ended	Year ended
	March 31, 2025	March 31, 2024
Purchases of Stock in Trade	-	-
Total	-	-

# Note 18: Change in Inventories of Stock-in-Trade

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Inventories at the beginning of the year (includes stock in transit)	-	-
Less: Inventories at the end of the year (includes stock in transit)	-	-
(Increase)/Decrease in Inventories	-	-

# Note 19: Employee Benefits Expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Director Remunaration	6.00	-
Salary, Wages and Bonus	15.45	3.60
Total	21.45	3.60

### Note 20 : Finance Costs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest to		
Bank	-	-
Others	11.48	-
Other borrowing cost	0.01	-
Total	11.49	-

# Note 21 : Depreciation & Amortization Expenses

Particulars	Year ended	Year ended
	March 31, 2025	March 31, 2024
Depreciation on tangible assets	0.44	0.48
Amortization of intangible assets	-	-
Amortization of right to use	-	-
Total	0.44	0.48

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

# Note 22 : Other Expenses

Particulars	Year ended	Year ended
	March 31, 2025	March 31, 2024
Audit fees	1.00	0.24
Brokerage	2.00	-
Director Sitting Fees	1.20	-
Legal and Professional Fees	11.47	1.14
Printing & Stationary	0.45	0.35
Meeting Expenses	-	0.02
Telephone Expenses	0.02	0.02
BSE Listing fees	19.08	3.84
Office Expenses	0.60	-
ROC Fees	0.20	-
Rent Expenses	0.64	-
Sundry Balance w/off	0.45	-
Publishing Expenses	0.09	0.42
Website Charges	0.06	0.06
Total	37.26	6.09

### Note: 22(a) Auditor remuneration

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
As auditor:		
Audit Fee	0.35	0.24
Tax audit fee	-	-
Limited review	0.45	-
In other capacity:		
Taxation Matters	0.10	-
Other Services	0.10	-
Total	 1.00	0.24

CIN: L22203UP1992PLC014240

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

#### Note 3: Property Plants & Equipments

Particulars	Land	Building	Electrical Install. Revamping	Plant and Machinery	Other Misc. Fixed Assets	Lab Instruments	Fire Extinguisher	Measurement Instruments	Total
Gross Carrying Amount as at April 1, 2023	5.50	20.74	0.33	8.83	1.17	1.25	0.14	0.09	38.04
Additions	3.30	20.74	0.55	6.63		1.23	0.14	0.09	36.04
	-	-	-	-	-	-	-	-	-
Disposals		- 20.74	- 0.22	- 0.03	-	- 4.25	-	-	- 20.04
As at March 31, 2024	5.50	20.74	0.33	8.83	1.17	1.25	0.14	0.09	38.04
Additions	_	_	_	_	_	_	_	_	_
Disposals	5.50	20.74	0.33	8.83	1.17	1.25	0.14	0.09	38.04
*Adjustment made during the year	-	-	-	-	-	-	-	-	-
As at March 31, 2025	-	-	-	-	-	-	-	-	-
Accumulated Depreciation as at April 1, 2023	-	11.22	0.31	8.83	1.16	1.25	0.14	0.08	22.99
Depreciation charge during the year	-	0.48	-	-	-	-	-	-	0.48
Accumulated depreciation on deletions	-	-	-	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2024	-	11.69	0.31	8.83	1.16	1.25	0.14	0.08	23.46
Depreciation charge during the year	-	0.44	-	-	-	-	-	-	0.44
Accumulated depreciation on deletions	-	12.13	0.31	8.83	1.16	1.25	0.14	0.08	23.90
*Adjustment made during the year	-	-	-	-	-	-	-	-	-
As at March 31, 2025	-	-				-	-	-	-
							_		
Net carrying amount as at March 31, 2025	-	-	-	-	-	-	-	-	-
Net carrying amount as at March 31, 2024	5.50	9.04	0.02	<u> </u>	0.02	=	•	0.00	14.58

<sup>\*</sup>During the year, the Company has discarded certain fixed assets that were no longer in use and fully depreciated. Accordingly, these assets have been removed from the gross block and the corresponding accumulated depreciation.

CIN: L22203UP1992PLC014240

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

# Note 4 : Other Intangible Assets

Particulars Particulars	Trademark	Technical Know-how	Total
Gross Carrying Amount as at April 1, 2023	0.13	1.03	1.15
Additions	-	-	-
Transfer	-	-	-
Disposals	-	-	-
As at March 31, 2024	0.13	1.03	1.15
Accumulated Amortisation as at April 1, 2023	0.13	1.03	1.15
Amortisation charge during the year	-	-	-
Accumulated Amortisation on deletions	-	-	-
Adjustment made during the year	-	-	-
As at March 31, 2024	0.13	1.03	1.15
Net carrying amount as at March 31, 2024	-	-	-
Gross Carrying Amount as at April 1, 2024	0.13	1.03	1.15
Additions	-	-	-
Transfer	-	-	-
Adjustment made during the year	-	-	-
Disposals	-	-	-
As at March 31, 2025	0.13	1.03	1.15
Accumulated Amortisation as at April 1, 2024	0.13	1.03	1.15
Amortisation charge during the year	-	-	-
Accumulated Amortisation on deletions	-	-	-
Adjustment made during the year	-	-	-
As at March 31, 2025	0.13	1.03	1.15
Net carrying amount as at March 31, 2025	<u>-</u>	-	-
Net carrying amount as at March 31, 2024	-	-	-

CIN: L22203UP1992PLC014240

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

### Note 9: Equity Share Capital

### a. Details of authorised, issued and subscribed share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
50,00,000 (PY 50,00,000) Equity Shares of Rs. 10 each	500.00	500.00
	500.00	500.00
Issued, Subscribed and Paid up		
- 42,73,500 (42,73,500) Equity Shares of Rs 10 each	427.35	427.35
	427.35	427.35

### b. Terms & Conditions

### Terms / rights attached to equity shares

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

# c. Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year

### **Equity Shares:**

Particulars	March 3	31, 2025	March 31, 2024	
rai ticulai S	Number of shares	Amount in Lakhs	Number of shares	Amount in Lakhs
Shares outstanding at the beginning of the year	42,73,500	427.35	42,73,500	427.35
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	1	-	-
Shares outstanding at the end of the year	42,73,500	427.35	42,73,500	427.35

## d. Details of shareholders holding more than 5% shares in the company

	March 3	1, 2025	March 31, 2024	
Name of the Shareholder	Number of shares	% holding in the class	Number of shares	% holding in the class
Equity Shares of Rs.10/- each fully paid up				
Ajai Goyal	ı	0.00%	12,12,050	28.36%
Nishant N Bajaj	3,86,597	9.05%	-	0.00%
Prashant Nathmal Bajaj	3,03,012	7.09%	-	0.00%
Amzel Limited	2,99,988	7.02%	2,99,988	7.02%

### e. Details of shares held by promoters

### As at March 31, 2025

Promoter Name	No. of shares at the beginning of the year	Change during the	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of Rs. 10 each fully paid up					
Ajai Goyal	12,12,050	(12,12,050)	=	0.00%	28.36%
Nishant N Bajaj	-	3,86,597	3,86,597	9.05%	9.05%
Prashant Nathmal Bajaj	-	3,03,012	3,03,012	7.09%	7.09%
Total	12,12,050	(5,22,441)	6,89,609	16.14%	

## As at March 31, 2024

Promoter Name	No. of shares at the beginning of the year	Change during the	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of Rs. 10 each fully paid up					
Ajai Goyal	12,12,050	-	12,12,050	28.36%	0.00%
Total	12,12,050	=	12,12,050	28.36%	0.00%

CIN: L22203UP1992PLC014240

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

Note 23 : Earnings per Equity Share

Particulars	Year ended	Year ended
Turnium 3	March 31, 2025	March 31, 2024
Profit/(Loss) as per profit and Loss account	(18.05)	(10.16)
Weighted Average Number of Shares for Basic & Diluted EPS	42.74	42.74
Face value per Share	10	10
Earnings Per Share		
Basic (Rupees/Share)	(0.42)	(0.24)
Diluted (Rupees/Share)	(0.42)	(0.24)

<sup>\*</sup>EPS have been derived by dividing profit for the year with outstanding ordinary shares

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

# Note 24 - Disclosures as required by Indian Accounting Standard (Ind AS) 24 - Related Party Disclosures

### A. List of related parties

Nature of Relationship	Party Name
a. Key Managerial Personnel	Prashant Bajaj (Managing Director & Chief Financial Officer)
	Ajai Goyal (Managing Director & Chief Financial Officer till 27.01.2025)
	Pankesh Hirabhai Sutariya (Company Secretary)
	Nishant Bajaj (Non-executive Director)
	Hitesh Bajoria (Non-executive Director)
	Urmila Hansraj Sharma (Non-executive Director)
b. Key Managerial Personnel	Nisha Goyal (Non-executive Director till 27.01.2025)
(As per IND AS 24)*	Poonam Sharma (Non-executive & Independent Director till 01.02.2025)
	Harsh Prabhakar (Non-executive & Independent Director till 01.02.2025)
	Prity Bishwakarma (Non-executive & Independent Director)
	Vipul Subhashchandra Dubey (Non-executive & Independent Director)
c. Subsidiary Companies	N.A.
d. Associate Companies	N.A.
e. Entity where KMP/Relative of KMP exercise significant influence	Cresanto India Private Limited

<sup>\*</sup> In addition to been disclosed in (a) above

# **B.** Transaction with Related parties

(Amount in Lakhs)

Name of Party	Nature of Transaction	Year ended March 31, 2025	Year ended March 31, 2024
Urmila Hansraj Sharma	Remuneration Paid	6.00	-
Ajai Goyal	Loan taken	69.90	6.07
	Loan repaid	312.40	-
Nisha Goyal	Loan repaid	0.67	-
Cresanto India Private Limited	Loan taken	170.00	-
	Interest on Loan	9.54	-
Nishant Bajaj	Loan taken	56.78	-
	Interest on Loan	1.94	-

# Note:

- 1. Reimbursement in ordinary course of business are not included above.
- $2.\ Transaction\ reported\ does\ not\ include\ post\ employment\ benefits\ and\ employee\ contribution\ to\ PF\ \&\ ESIC.$

CIN: L22203UP1992PLC014240

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

C. Balances Outstanding of Related	(Amount in Lakhs)		
Name of Party	Nature of Transaction	As at March 31, 2025	As at March 31, 2024
Ajai Goyal	Payable	-	242.50
Nisha Goyal	Payable	-	0.67
Cresanto India Private Limited	Payable	178.59	ı
Nishant Bajaj	Payable	58.53	-
Urmila Hansraj Sharma	Payable	6.00	-

# D. Breakup of compensation to key managerial personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

# Compensation to KMP as specified in A(a) and A(b) above:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Short term employee benefits	6.00	-
Post employement benefits	-	-
Total	6.00	-

CIN: L22203UP1992PLC014240

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% change	Reason for variance (where the change in the ratio is more than 25% as compared to the preceding year)
Current Ratio	Current Assets	Current Liabilities	0.13	0.04	214.79%	Improved ratio due to better management of working capital.
Debt-Equity Ratio	Total Debt	Shareholder's Equity	-0.92	-1.01	-9.28%	N.A.
Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	-	-	0.00%	N.A.
Return on Equity Ratio	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	0.07	0.04	68.06%	Variation due to increase in expenses
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	-	-	0.00%	N.A.
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	-	-	0.00%	N.A.
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	-	-	0.00%	N.A.
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	-	-	0.00%	N.A.
Net Profit Ratio	Net Profit	Net sales = Total sales - sales return	-	-	0.00%	N.A.
Return on Capital Employed	I Farnings hotoro intorost	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	(0.03)	(0.04)	-36.64%	Variation due to increase in expenses 146

### CIN: L22203UP1992PLC014240

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

# **Note 26:-Capital Management**

For the purpose of the Company's capital management, capital includes issued equity share capital, securities premium and all other reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the value of the share and to reduce the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company can adjust the dividend payment to shareholders, issue new shares, etc. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, interest bearing loans and borrowings, less cash and cash equivalents.

(Amount in Lakhs)

		· · · · · · · · · · · · · · · · · · ·	,
Particular		March 31, 2025	March 31, 2024
A) Debts			
Borrowings (Current and Non-Current)		237.12	243.17
	Debt (A)	237.12	243.17
B) Equity			
Equity Share Capital		427.35	427.35
Other Equity		(686.14)	(668.11)
	Total Equity (B)	(258.79)	(240.76)
Gearing Ratio (Debt / Capital) i.e. (A/B)		-92%	-101%

CIN: L22203UP1992PLC014240

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

# Note 27:-Financial Risk Management

The Company has exposure to the following risks arising from financial instruments: -Liquidity Risk

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

### (A) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's finance team is responsible for liquidity, funding as well as settlement management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include both interest and principal cash flows.

## **Contractual maturities of financial liabilities**

(Amount in Lakhs)

Contractual maturities of infancial nabilities (Amount			
Particular	Less than 1 year	1 to 5 years	More than 5 years
As at March 31, 2025			
Borrowings	0.00	237.12	-
Trade payables	0.00	-	-
Other financial liabilities	23.14	-	-
Lease liabilities	0.00	-	-
Total Financial Liabilities	23.14	237.12	-
As at March 31, 2024			
Borrowings	6.07	237.10	-
Trade payables	-	-	-
Other financial liabilities	-	-	-
Lease liabilities	-	-	-
Total Financial Liabilities	6.07	237.10	-

# Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

#### Note 28:-Other Statutory Information

- i The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies ('ROC') beyond the statutory period.
- iii The Company has not been declared as wilful defaulter by any bank or financial institutions or other lenders.
- iv During the year, the Company has not revalued its Property, Plant and Equipments.
- y The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- vi The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- vii The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- viii The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- ix Based on the information available with the Company, the Company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

### Note 29: Segmental Reporting:

The Company's operations predominantly comprise of only one segment, therefore operationally segment reporting does not apply.

**Note 30**: In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

Accompanying notes to the standalone financial statements for the year ended March 31, 2025

(Amount in Lakhs)

Note 31: The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, there are no instance of audit trail feature being tampered and the audit trail has been preserved by the company as per the statutory requirements for record retention.

Note 32: Figures of previous year have been regrouped / rearranged wherever necessary.

In terms of our report of even date

For and on behalf of the Board of Directors of

For KTPS&Co.

**Chartered Accountants** 

Firm Registration No 134942W

**Cresanto Global Limited** 

**Anurag Khandelia** 

Partner

Membership No. 172909 UDIN - 25172909BMIGFI4967 Sd/-Sd/-

Prashant Bajaj Nishant Bajaj

Managing Director & CFO Non Executive Director DIN:06634046 DIN:06634036

Sd/-

Pankesh Sutariya **Company Secretary** 

Place: Mumbai Place: Mumbai Date: May 22,2025 Date: May 22,2025

152