

# 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](http://www.raymedlab.com)

Email- [raymedlabs@rediffmail.com](mailto: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:

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### 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.

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**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

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**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”.

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**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."

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## 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).

**RESOLVED 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

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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

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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 Limited

CIN: L22203UP1992PLC014240

C- 273 , C block , sector 63 , Noida, Noida, Gautam  
Buddha Nagar, Noida, Uttar Pradesh, India,  
201301 Tel. No. 7338669898

Email address: [raymedlabsltd@gmail.com](mailto:raymedlabsltd@gmail.com)

Website: [www.raymedlab.com](http://www.raymedlab.com)

Sd/-

Pankesh Sutariya

Company Secretary & Compliance officer

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## **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

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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](http://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

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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](mailto: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 [www.raymedlab.com](http://www.raymedlab.com) 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.

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

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- 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.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> 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.

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	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> App Store       Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>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 service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>

# CRESANTO GLOBAL LIMITED

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CIN: L22203UP1992PLC014240

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201301, Website- [www.raymedlab.com](http://www.raymedlab.com)

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.
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**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 holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

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1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com/> 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 <https://eservices.nsdl.com/> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit 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 demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio 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 use your existing password to login and cast your vote.

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- 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.

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## **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 e-mail to [nishantbajajcs@gmail.com](mailto:nishantbajajcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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 e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) 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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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**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:**

1. 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 [raymedlabsltd@gmail.com](mailto:raymedlabsltd@gmail.com)
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 [raymedlabsltd@gmail.com](mailto:raymedlabsltd@gmail.com). 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. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
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:**

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.

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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.
5. Members who need assistance before or during the meeting, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) +91 22 48867000 or contact Amit Vishal, Deputy Vice President – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Sanjeev Yadav, Assistant Manager-NSDL at [sanjeevy@nsdl.com](mailto:sanjeevy@nsdl.com)
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 [raymedlabsltd@gmail.com](mailto:raymedlabsltd@gmail.com) 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.

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## EXPLANATORY STATEMENT

**IN CONFIRMITY WITH THE PROVISIONS 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**

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### **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.

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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.

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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 01<sup>st</sup> 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.

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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 summary of information provided by the management to the Audit Committee		
01.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	i. Cresanto India Private Limited ii. Tidagela Ventures Private Limited iii. KVK Packaging LLP iv. K8 Products LLP 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 value and particulars of contracts or arrangement	The Company proposes to enter into such Transaction(s)/ contract(s)/ Arrangement(s)/ 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:

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		<ol style="list-style-type: none"><li>i. Cresanto India Private Limited- 20 crores</li><li>ii. Tidagela Ventures Private Limited- 7.5 crores</li><li>iii. KVK Packaging LLP- 7.5 crores</li><li>iv. K8 Products LLP- 20 crores</li><li>v. Koriander Consultants LLP- 7.5 crores</li></ol>
05.	Percentage of annual consolidated turnover of the Company considering FY25 as the immediately preceding financial year	<ol style="list-style-type: none"><li>1. Standalone turnover in FY25: Nil.</li><li>2. Consolidated turnover: Not applicable.</li></ol>
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.
Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	At present the Company has not incurred any financial indebtedness to make or give loans, inter-corporate deposits, advances or investment. The Company may in future incur the same in order to meet the business requirements.
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable

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

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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 29<sup>th</sup> 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").

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The present business losses of the Company as on 31 March, 2025 stands at Rs. 6,86,14,000/- (Rupees Six Crores Sightly 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

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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

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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

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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.

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- 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**

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- 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		Post Capital Reduction in terms of this Scheme	
	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
Issued, Subscribed, Paid up Equity Share Capital	42,73,500	4,27,35,000	4,27,350	42,73,500

## Other Equity:

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

- 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

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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 held	% of Share-holding	No. of Shares held	% of Share-holding
A	Promoters holding:				
A1	Indian:				

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1.	Individuals/HUF	13,79,217	32.27	1,37,922	32.27
2.	Bodies Corporate	-	-	-	-
3.	Financial Institutions/ Banks	-	-	-	-
4.	Trust	-	-	-	-
5.	Others	-	-	-	-
	<b>Sub-Total (A1)</b>	13,79,217	32.27	1,37,922	32.27
A2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A2)</b>	-	-	-	-
	<b>TOTAL A (A1+A2)</b>	13,79,217	32.27	1,37,922	32.27
<b>B</b>	<b>Non-Promoters holding:</b>				
<b>B1.</b>	<b>Institutions</b>				
	Financial Institutions/ Banks	41,000	0.96	4,100	0.96
	<b>Sub-Total (B1)</b>	41,000	0.96	4,100	0.96
<b>B2.</b>	<b>Non-Institution:</b>				
	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	-	-	-	-
	<b>Sub-Total (B2)</b>	<b>28,53,283</b>	<b>66.77</b>	<b>2,85,328</b>	<b>66.77</b>
	<b>TOTAL B (B1+B2)</b>	<b>28,94,283</b>	<b>67.73</b>	<b>2,89,428</b>	<b>67.73</b>
	<b>GRAND TOTAL (A+B)</b>	<b>42,73,500</b>	<b>100</b>	<b>4,27,350</b>	<b>100</b>

## 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

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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

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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 Limited

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](mailto:raymedlabsltd@gmail.com)

Website: [www.raymedlab.com](http://www.raymedlab.com)

Sd/-

Pankesh Sutariya

Company Secretary & Compliance officer

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## “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 holds Directorship(s)	1. Cresanto Global Limited (Formerly Known as Raymed Labs Limited)
Listed entities from which the person has resigned in the past three (3) years	NA
Shareholding in the Company (as at 31 <sup>st</sup> March, 2025)	3,86,597
Relationship with Directors and Key Managerial Personnel	Related to Mr. Prashant Nathmal Bajaj, Managing Director of the Company.
Details of remuneration sought to be paid	-
Details of remuneration last drawn from the Company	-
Chairmanship/ Membership of the Committees of the Board of the Directors (as on 31 <sup>st</sup> March, 2025)	Stakeholder Relationship Committee (Member), Audit Committee (Member), Nomination & Remuneration Committee (Member)
Memberships / Chairmanships of Committees of other Companies	NA
Terms and Conditions of appointment	Non-Executive Director, liable to retire by rotation

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