

RAYMED LABS LIMITED

CIN: L24111UP1992PLC014240

**ANNUAL REPORT
2018-19**

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REFERENCE INFORMATION

BOARD OF DIRECTORS

Mr. AjaiGoyal	Whole Time Director
Ms. NishaGoyal	Director
Ms. Rajni Gupta	Independent Director
Mr. Harsh Prabhakar	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. AjaiGoyal	Whole Time Director
Ms. NishaGoyal	Chief Financial Officer
Mr. DiwakarAgrawal(w.e.f.1 st October, 2018)	Company Secretary and Compliance Officer

AUDIT COMMITTEE

Ms. Rajni Gupta	Chairperson
Mr. AjaiGoyal	Member
Mr. Harsh Prabhakar	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Harsh Prabhakar	Chairperson
Ms. Rajni Gupta	Member
Ms. NishaGoyal	Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Mr. Harsh Prabhakar	Chairperson
Ms. Rajni Gupta	Member
Mr. AjaiGoyal	Member

SECRETARIAL AUDITOR

M/s Jain P & Associates
Practicing Company Secretaries

STATUTORY AUDITOR

M/s A. Kay. Mehra& Co.
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial and Computer Services Private Limited
99,Madangir, Behind, Local Shopping Centre, Near Dada, HarsukhdasMandir, New Delhi- 110062

CIN L24111UP1992PLC014240

REGISTERED OFFICE 103 Emperor 1, Supertech Emerald Court, Sector- 93A,
Noida, Uttar Pradesh – 201304

BANKERS Indian Overseas Bank,
Chakrota Road, Saharanpur – 247001

SHARES LISTED AT BSE Limited

E-MAIL raymedlabs@rediffmail.com

WEBSITE www.raymedlab.com

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of Raymed Labs Limited will be held on Saturday, 28th day of September, 2019 at 10:45 A.M. at the Emerald Club, Supertech Emerald Court, Sector 93A Noida, Uttar Pradesh – 201304 to transact the following businesses:

ORDINARY BUSINESS:

1. Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2019 together with the reports of the Auditor's and Director's thereon.
2. Ordinary Resolution to appoint a Director in place of Ms. Nisha Goyal (DIN:02710946) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for Re-appointment.

Date: 13.08.2019
Place: Noida

By order of the Board of Directors
For Raymed Labs Limited

Ajai Goyal
Whole Time Director
DIN:02636418

NOTES:

1. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).

2. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
4. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.
5. The Register of Members and Share Transfer Books will remain closed from Monday, 23rd September, 2019 to Saturday, 28th September, 2019 (both days inclusive).
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.

7.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
8. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above, the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of service where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s Beetal Financial & Computer Services (P) Limited.
9. The shares of the Company are at presently listed on BSE Limited.
10. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by Central Depository Services (India) Limited ("CDSL"). The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

11. The Board of Directors of the company has appointed M/s. Jain P & Associates, Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a "Consolidated Scrutinizer's Report" and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company at www.raymedlab.com and on the website of Stock Exchange at www.bseindia.com. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
14. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

15. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e., 22nd September, 2019.
16. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

17. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
18. The Instructions for shareholders voting electronically are as under:

Date and Time of commencement of e-voting	E-Voting period commence from Wednesday, 25th September, 2019 at 9:00 A.M.
Date and Time of Conclusion of e-voting	E-Voting period ends on Friday, 27th September, 2019 at 5:00 P.M.

- i. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 22nd September, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. The shareholders should log on to the e-voting website of CDSL "www.evotingindia.com."
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For Shareholders holding Demat Account with CDSL: 16 digits beneficiary ID,
 - b) For Shareholders holding Demat Account with NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Member holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged onto www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user then follow the steps given below:

For Member holding shares in Demat Form or Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of the irname and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If
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Dividend	<p>your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> <p>Bank Details OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter them emberid/ folio number in the Dividend Bank details field as mentioned in instruction (v).
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- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company Selection Screen. However, member sholding shares in demat form will now reach 'Password Creation' menu where in they are required to mandateorily enter their login password in the new password field. Kindlynote that this password is to be also used by demat holders forvoting for resolutions of any other company on which they are eligible to vote, provided that companyopts fore-voting through CDSL plat form.

Note: It is strongly recommended not to share your password with any other person and take ut most care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used for remotee-voting on the resolutions contained in this Notice only.
- xii. Click on the EVSN No.190819010 for the relevant resolution on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same you will find an option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you "Assent to the Resolution" and option "NO" implies that you "Dissent to the Resolution".
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution's details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM 190819010" your vote on the resolution, you will not be allowed to modify yourvote.
- xvii. You can also take a print ofthe votes cast by clicking on "Click here toprint" option onthe Voting page.
- xviii. Ifademataccount holder has forgotten the loginpassword then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Note for Non-IndividualShareholdersand Custodians:-
 - Non-Individualshareholders(i.e.otherthanIndividuals,HUF,NRIetc.)andCustodian arerequiredto logonto www.evotingindia.com and register themselves asCorporates.
 - A scanned copyofthe RegistrationFormbearingthestampandsignoftheentityshould beemailedto helpdesk.evoting@cdslindia.com.
 - AfterreceivingthelogindetailsaComplianceUsershouldbecreatedusingtheadmin loginandpassword. The ComplianceUserwouldbeabletolinkthe account(s)forwhich theywish to voteon.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com andonapprovaloftheaccounts theywouldbeableto cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Mr. Ajai Goyal
Designation	Whole Time Director
Address	103, Emperor One, Supertech Emerald Court, Sector 93A, Noida , Uttar Pradesh-201304
Contact	0120-2426900
E-mail	raymedlabs@rediffmail.com

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED IS FURNISHED BELOW:

Name	Ms. Nisha Goyal
Director Identification Number (DIN)	02710946
D.O.B.	11.01.1958
Expertise in specific area	Gold & Diamond Jewellery and Fashion boutique.
	Finance and administration
Date of First appointment on the Board of the Company	13.07.2002
Shareholding in the Company	NIL
List of Directorship held in other companies	Gemini Traders (India) Private Limited
Names of other Listed Entities in which the person holds membership of Committees of the Board	-
Relationship between Directors Inter-se	Wife of Mr. Ajai Goyal, Whole Time Director

DIRECTORS' REPORT

To.

The Shareholders of the Company,

Your Directors are pleased to present this 27th Annual Report together with the Audited Annual Financial Statements for the year ended March 31st, 2019.

FINANCIAL HIGHLIGHTS- AT A GLANCE

★ **Overall Performance of your Company**

- The Financial Year 2018-19 had been a little tough for the Company as your Company has shown conventional performance during the year under review. The net Loss of your Company had gone down from Rs. (566350) in the Financial Year 2017-18 to Rs. (535350) in the Financial Year 2018-19.

★ **The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:**

Amount (In “000”)

PARTICULARS	Standalone	
	2018-19	2017-18
Income from Business Operations	-	-
Other Income	126.00	120.00
Total Income	126.00	120.00
Less: Expenditure	366.35	398.85
Less: Exceptional Items	295.00	287.50
Profit/Loss before Tax	(535.35)	(566.35)
Less: Tax Expense	-	-
Add: Deferred Tax Asset	-	-
Net Profit/Loss after Tax	(535.35)	(566.35)
Earnings per share:		
Basic	(0.12)	(0.13)
Diluted	(0.12)	(0.13)

DIVIDEND

No Dividend was declared for the current financial year due to loss incurred by the Company.

RESERVES

The Board proposes no amount to transfer to the reserves as the company is running under losses.

SHARE CAPITAL

During the year under review, the Company has not issued any shares including Equity Shares, Shares with Differential Voting Rights, Stock Options, Sweat Equity, etc. The Company has not bought back any equity shares during the year 2018-19.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of *section 73* of the Companies Act, 2013. There were no unclaimed deposits at the end of Financial Year i.e. 31st March, 2019.

SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY

The Company is not having any Subsidiary Company/ Joint Venture/ Associate Company during the financial year 2018-19. Form AOC-1 is annexed herewith as “**Annexure-A**”

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Annual Report.

CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR

The details about the changes in Directors or Key Managerial Personnel by way of Appointment, Re – designation, Resignation, Death, Dis-qualification, variation made or withdrawn etc. are as follows:

S. No.	Name	Designation	Nature of Change	With Effect From
1.	Mr. Diwakar Agrawal	Company Secretary & Compliance Officer	Appointment	01.10.2018

Ms. Nisha Goyal (DIN: 02710946), Director will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment to the Board of the Company at the ensuing Annual General Meeting.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(3) of the Companies Act 2013, the Directors, would like to state as follows:

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments & estimates that are reasonable and prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year and of the profit & loss of the Company for that period ;
- The Directors had taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing & detecting fraud & other irregularities;
- The Directors had prepared the Annual Accounts on a going concern basis;
- The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are operating effectively;
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Details in respect of frauds reported by auditors:

There were no instances of fraud reported by the auditors.