



# **RAYMED LABS LIMITED**

**CIN: L24111UP1992PLC014240**

**ANNUAL REPORT  
2019-20**



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**REFERENCE INFORMATION****BOARD OF DIRECTORS**

Mr. Ajai Goyal	Whole Time Director
Ms. Nisha Goyal	Director
Ms. Rajni Gupta	Independent Director ( <i>Resigned w.e.f. 05.08.2020</i> )
Mr. Harsh Prabhakar	Independent Director

**KEY MANAGERIAL PERSONNEL**

Mr. Ajai Goyal	Whole Time Director
Ms. Nisha Goyal	Chief Financial Officer
Mr. Akbar Mehtab	Company Secretary & Compliance Officer ( <i>Appointed (w.e.f.29<sup>th</sup> September, 2020)</i> )
Mr. Diwakar Agrawal	Company Secretary & Compliance Officer ( <i>Resigned (w.e.f.23<sup>rd</sup> September, 2019)</i> )

**AUDIT COMMITTEE**

Mr. Harsh Prabhakar	Chairperson ( <i>Appointed w.e.f. 05.08.2020</i> )
Mr. Ajai Goyal	Member
Ms. Nisha Goyal	Member ( <i>Appointed w.e.f. 05.08.2020</i> )
Ms. Rajni Gupta	Chairperson ( <i>Resigned w.e.f. 05.08.2020</i> )

**NOMINATION & REMUNERATION COMMITTEE**

Mr. Harsh Prabhakar	Chairperson
Ms. Rajni Gupta	Member ( <i>Resigned w.e.f. 05.08.2020</i> )
Ms. Nisha Goyal	Member
Mr. Ajai Goyal	Member ( <i>Appointed w.e.f. 05.08.2020</i> )

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Mr. Harsh Prabhakar	Chairperson
Ms. Rajni Gupta	Member ( <i>Resigned w.e.f. 05.08.2020</i> )
Mr. Ajai Goyal	Member
Ms. Nisha Goyal	Member ( <i>Appointed w.e.f. 05.08.2020</i> )

**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, Harsukhdas Mandir, 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](mailto:raymedlabs@rediffmail.com)

**WEBSITE**

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

## NOTICE

**NOTICE** is hereby given that the **28<sup>th</sup> Annual General Meeting** of the members of **Raymed Labs Limited** will be held on **Thursday, 17<sup>th</sup> day of December, 2020 at 02:30 P.M.** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility 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 **31<sup>st</sup> March, 2020** 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 in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. *Ordinary Resolution* for the re-appointment of **M/s A. Kay. Mehra & Co., Chartered Accountants (Firm Registration No. 050004C)** as the Statutory Auditors of the Company to hold office **for the period of four years** from the conclusion of ensuing Annual General meeting till the conclusion of Annual General Meeting to be held for the financial year 2023-24 of the company and to fix their remuneration.

In this regard, if thought fit, the members will pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139(2) and 142(1) of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee, the re-appointment of **M/s A. Kay. Mehra & Co., Chartered Accountants (Firm Registration No. 050004C)** be and is hereby appointed as Statutory Auditors of Company for the period of four years, by the members of the company till the conclusion of Annual General Meeting to be held for the financial year 2023-24 at such remuneration as may be determined by the Board of Directors of the Company."

### SPECIAL BUSINESS:

4. **Re-appointment of Mr. Ajai Goyal (DIN: 02636418) as the Wholetime Director**

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

**"RESOLVED THAT** subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, the Rules made there under and the Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Ajai Goyal (DIN: 02636418)**, who was appointed as a Wholetime Director of the Company for a term of five years up to March 30, 2020, by the members at the 23<sup>rd</sup> Annual General Meeting, be and is hereby re-appointed as a Wholetime Director of the Company for a second term of five consecutive years commencing from **March 31, 2020** upto **March 30, 2025.**"

5. **Re-appointment of Mr. Harsh Prabhakar (DIN: 07272508) as an Independent Director**

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

**"RESOLVED THAT** subject to the approval of shareholders at the ensuing Annual General Meeting and pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, **Mr. Harsh Prabhakar (DIN: 07272508)**, who was appointed as an Independent Director of the Company for a term of five years up to September 23, 2020, by the members at the 23<sup>rd</sup> Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company

for a second term of five consecutive years commencing from **September 24, 2020** upto **September 23, 2025**, not liable to retire by rotation.”

**By order of the Board of Directors  
For Raymed Labs Limited**

**Ajai Goyal**

**Whole Time Director  
DIN:02636418**

**Date: 09.11.2020  
Place: Noida**

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'.
2. The deemed venue for 28<sup>th</sup> e-AGM shall be the Registered Office of the Company at 103 Emperor 1, Supertech Emerald Court, Sector 93A, Noida, Gautam Buddha Nagar, UP - 201304.
3. The Company has appointed **M/s. Beetel Financial Computer Services Pvt. Ltd.** as “**Facilitator of VC/OAVM**” to facilitate the conduct of AGM through VC/OAVM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to **cstanayojha@gmail.com** with a copy marked to **raymedlabs@rediffmail.com** & **helpdesk.evoting@cdslindia.com**.
6. Statement pursuant to section 102 of the Act shall form a part of this Notice for the special business to be transacted at the 28<sup>th</sup> e-AGM.
7. Brief details of the director, who are eligible to be re-appointed in place of retiring director in 28<sup>th</sup> e-AGM, is annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
8. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will remain open for 15 minutes after the scheduled start time of the e-AGM, i.e., from 02:15 P.M. to 03:45 P.M. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
9. Institutional investors, who are members of the Company, are encouraged to attend and vote at the 28<sup>th</sup> e-AGM of the Company.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.

11. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 28<sup>th</sup> e-AGM along with the Annual Report for FY 2020 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2020 will also be available on the Company's website at [www.raymedlabs.com](http://www.raymedlabs.com); website of the stock exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of RTA at [www.beetalfinancial.com](http://www.beetalfinancial.com). The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CDSL), viz., [www.evotingindia.com](http://www.evotingindia.com).
12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail by sending e-mail to company's email [ridaymedlabs@rediffmail.com](mailto:ridaymedlabs@rediffmail.com) by sending duly filled form downloaded from Company's website [www.raymedlabs.com](http://www.raymedlabs.com). Members are requested to register their email id and support the green initiative efforts of the Company.
13. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. SEBI vide its notification (SEBI/LADNRO/GN/2018/24) dated 8<sup>th</sup> June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable.
15. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office at 103 Emperor 1, Supertech Emerald Court Sector, 93A Noida, Gautam Buddha Nagar, UP - 201304:
  - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
18. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic/Physical mode and shall remain open and be accessible to any member during the continuance of the meeting.
19. The Register of Members and Share Transfer Books will remain closed from **Friday the 11th Day of December, 2020 to Thursday the 17th Day of December, 2020.**
20. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at <https://www.raymedlab.com/investor-desk/sh-13-and-14-nomination/>). In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
21. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
22. For more details on shareholders' matters, please refer to the section on 'General Shareholder Information', included in the Annual Report.
23. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., Thursday 10<sup>th</sup> December, 2020, such person may obtain the user id and password from by email request on [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in)

24. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to raymedlabs@rediffmail.com for obtaining the Annual Report and Notice of AGM.
25. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
26. Instructions for remote e-voting and joining the e-AGM are as follows:

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The Board of Directors of the company has appointed **M/s. Ojha & Associates, Company Secretaries**, as **Scrutinizer** for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- (ii) The voting period begins on **<Monday 14th December, 2020 from 09:00 A.M.>** and ends on **<Wednesday 16th December, 2020 till 05:00 P.M.>**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<Thursday 10th December, 2020>** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website **www.evotingindia.com**
- (v) Click on "Shareholders" module.
- (vi) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at **https://www.cdslindia.com** from **Login – Myeasiusing** your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
- (ix) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)</li> </ul>



- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant Company Name **<Raymed Labs Limited>** on which you choose to vote.
- (xiv) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. **For Physical shareholders-** please provide necessary details like 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 company at raymedlabs@rediffmail.com or helpdesk.evoting@cdslindia.com.
2. **For Demat shareholders-** please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 raymedlabs@rediffmail.com **(Company Email ID)** or helpdesk.evoting@cdslindia.com

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least 15 days prior to meeting** to raymedlabs@rediffmail.com mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries **in advance 10 days prior to meeting** to raymedlabs@rediffmail.com mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

**(xxi) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer [cstanayojha@gmail.com](mailto:cstanayojha@gmail.com) and to the Company at the email address viz; [raymedlabs@rediffmail.com](mailto:raymedlabs@rediffmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. NitinKunder (022-23058738) or Mr. MehboobLakhani (022-23058543) or Mr. RakeshDalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. RakeshDalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill