

# **31st ANNUAL REPORT 2016 - 2017**



## **COMBAT DRUGS LIMITED**

**Regd Office: 9-109/9, Plot No. 112, Road No. 14, Gayatri Nagar,  
Boduppal, R.R. Dist. - 500 039. Telangana, India.  
[www.combatdrugs.in](http://www.combatdrugs.in) Email: [investorinfo@combatdrugs.in](mailto:investorinfo@combatdrugs.in)**

## **31st ANNUAL GENERAL MEETING**

Date : 30-11-2017  
Day : THURSDAY  
Time : 3.00 PM  
Venue : 9-109/9, Plot No: 112, Rd. No.14,  
Gayatri Nagar, Bouduppall,  
R.R.District-500039,  
Telangana, INDIA

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No Gifts will be distributed at the meeting.

# COMBAT DRUGS LIMITED

CIN NO: CL23230TG1986PLC006781

## BOARD OF DIRECTORS

**Shri SUCHIT MOHAN LAL**

Managing Director

**Shri SUSHANT MOHAN LAL**

Director

**Smt VEMURI SHILPA**

Independent Woman Director

**Shri BHUPENDRALAL WAGHRAY**

Independent Director (Upto 30/10/2017)

**Sri VASUDEV KOMMARAJU**

Additional Director (w.e.f.: 30/10/2017)

**Sri RAGU RAGHURAM**

Independent & Additional Director (w.e.f.: 30/10/2017)

### **Auditors:**

Anandam & Company  
Chartered Accountants  
Secunderabad.  
TELANGANA, India

### **Registered & Corporate Office:**

9-109/9, Plot No.112, Rd.No.14,  
Gayatri Nagar, Boduppall,  
R.R.District-500039  
TELANGANA, India

### **Bankers:**

#### **AXIS BANK**

West Marredpally Branch  
Main Road,  
West Marredpally  
Secunderabad-500026  
TELANGANA, India

#### **ICICI Bank**

West Marredpally Branch  
3-6-98, Main Road,  
West Marredpally  
Secunderabad-500026  
TELANGANA, India

#### **Karnataka Bank Limited**

RaJ Bhavan Road.  
HYDERABAD  
TELANGANA, India

#### **AP Mahesh Co-operative Bank Ltd**

M.G.Road  
Secunderabad  
TELANGANA, India

### **REGISTRARS & TRANSFER AGENTS:**

#### **M/s VENTURE CAPITAL & CORPORATE SERVICES PRIVATE LIMITED**

12-10-167, BHARAT NAGAR, HYDERABAD-500 018, TELANGANA

Phone: (+91)-4023818475/476 Email id: info@vccipl.com

## **NOTICE**

Notice is hereby given that the Thirty First Annual General Meeting of the members of Combat Drugs Limited will be held on Thursday, the 30th day of November, 2017 at 3.00 P.M. at the Registered Office of the Company at 9-109/9, Plot No.112, Road No.14, Gayatri Nagar, Bouduppal, R.R.District-500039, Telangana, INDIA to transact the following items of business:

### **ORDINARY BUSINESS:**

#### **1. ADOPTION OF AUDITED ACCOUNTS AND REPORTS**

To receive, consider and adopt the Balance Sheet as at 31st March, 2017, the Profit and Loss Account for the year ended as on that date, Directors' Report and Auditors' Report thereon.

#### **2. APPOINTMENT OF AUDITORS**

To consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Anandam & Company, Chartered Accountants, be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors.”

### **SPECIAL BUSINESS**

#### **3. APPOINTMENT OF SRI SUSHANT MOHANLAL AS DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to provisions of Sections 160, 161, 196, 197 and 203 read with Schedule V and other applicable

provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, and subject to such permissions, consents, and approvals from various other authorities, as may be necessary, and subject to such modifications, variations, conditions as may be imposed by them while granting their approved permissions, consents and approvals the approval of the shareholders of the Company be and is hereby accorded for the appointment of Sri Sushant Mohanlal as Director of the Company, not liable to retire by rotation, for a period of Two years with effect from 30th November, 2017 and payment of remuneration for the aforesaid period on the following terms and conditions, as approved by the Nomination & Remuneration Committee in its meeting held on October 16, 2017.

1. BASIC: Rs.75,000/- per month

2. PERQUISITES

In addition to the salary as stated above Sri Sushant Mohanlal shall be entitled to the following perquisites

- i) Contributions by the Company to Provident Fund as per the rules of the Company.
- ii) Annual Leave travel concessions for self and family
- iii) Other Perks as deemed fit by the Board from time to time

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Director shall be paid salary, perquisites and other allowances as set out herein above and the Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT any Director of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

#### **4. APPOINTMENT OF ADDITIONAL DIRECTOR**

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

“RESOLVED THAT Mr. VASUDEV KOMARAJU, DIN: 07233691 who was appointed as an Additional Director with effect from October 30th, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 as recommended by the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company liable to retire by rotation.”

#### **5. APPOINTMENT OF INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 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(s) thereof, for the time being in force), Sri Ragu Raghuram having Director Identification Number 03567941 who was appointed as an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Sri Ragu as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company till the next Annual General Meeting of the company.”

#### **6. CHANGE OF NAME OF THE COMPANY**

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

“RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, relevant rules made

there under and other applicable enactments, as amended from time to time and subject to the approval of the Central Government, the Members of the Company hereby accord their approval for changing the name of the Company from ' Combat Drugs Limited ' to " AAR Labs Limited " or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.

RESOLVED FURTHER THAT upon the change of name of the Company becoming effective, the name ' Combat Drugs Limited ' wherever it occurs in the Memorandum and Articles of Association be substituted by the name ' AAR Labs Limited ' or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to make necessary application(s) with the Central Government / Registrar of Companies, Andhra Pradesh and Telangana for seeking their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this Resolution in the best interests of the Company.”

## **7. INCREASE OF AUTHORISED SHARE CAPITAL**

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

“RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- each to Rs. 10,10,00,000/-(Rupees Ten Crores Ten Lakhs only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Clause No. V of Memorandum of Association of the Company be altered as below:

**Clause V:**

- V. The Authorised Share Capital of the Company is Rs.10,10,00,000/- (Rupees Ten Crore Ten Lakhs Only) divided into 1,01,00,000 Equity Shares of Rs.10/- (Rupees Ten Only) each, each with powers to increase or reduce or vary the capital of the Company and/or the nominal value of the shares and power to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may, for the time being, be provided by the Articles of Association of the Company subject to the provisions of the law for the time being in force.”

FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded pursuant to provisions of Section 14 of the Companies Act, 2013 to alter the existing article 3 of Articles of Association of the Company by substituting the following as mentioned here under:

“The authorized share capital of the company shall be such amount as may from time to time be authorized as per clause V of the Memorandum and the securities shall carry the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in these presents and with power to the Company to increase or reduce the capital and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by these Articles of Association of the Company”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take necessary steps for the purpose of making e-filings for registration of the amendment to the Memorandum of Association with Registrar of Companies and to do all such, deeds as may be required to give effect to the aforesaid resolution.”



## **8. TO APPROVE RELATED PARTY TRANSACTIONS**

To Consider and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or reenactment thereof), consent of the members of the company be and is hereby accorded for entering into any Related Party Transactions with the Directors, Key Managerial Person/s, Senior Management and Associates upto an amount of Rs.20,00,00,000/- (Rupees twenty Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **9. RECLASSIFICATION OF PROMOTERS**

To Notify the Change in Promoters & Key Managerial Persons of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 31 A and other relevant provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and applicable provisions if any of the Companies Act, 2013 and in accordance with the Share Purchase Agreement dated 20th April, 2017 executed between the Mr. Janaki Ram Ajjarapu (Acquirer) and Promoter Sellers (Mr. Suchit Mohan Lal, Mr. Sushant Mohan Lal, Mrs. Anita Mathur and Mrs. Ankitha Mathur), the approval of the Members be and is hereby accorded for the reclassification of the existing promoters i.e the Promoter Sellers as the Public Shareholders and the Acquirer as the new Promoters of the Company with effect from this Annual General Meeting.”

RESOLVED THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are

hereby singly / jointly / severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. “

By the Order of the Board  
For **COMBAT DRUGS LIMITED**

Place: Hyderabad  
Date: 30.10.2017

Sd/-  
**SUCHIT MOHAN LAL**  
MANAGING DIRECTOR

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 per cent of the total Share Capital of the Company. Proxies submitted on behalf of companies must be supported by an appropriate Resolution/Authority, as applicable.
2. Register of members and share transfer books of the company will remain closed from 27/11/2017 to 30/11/2017 (both days inclusive).
3. The relevant Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the items of Special Business is annexed hereto.
4. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio.
5. As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.
6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this 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 respect of electronic holdings, with the  
  
Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, M/S Venture Capital & Corporate Services Private Limited, 12- 10-167, Bharat Nagar, Hyderabad-500 018, Telangana.
7. Electronic copy of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.combatdrugs.in](http://www.combatdrugs.in) for their download. The physical copies of the aforesaid documents will also be available

at the Company's Registered Office in Hyderabad for inspection between 2:00 p.m. to 4:00 p.m. on all working days from Monday to Friday. Even after registering for E-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the Members may also send requests to the Company or to its Registrar and Share Transfer Agent, at the following Email ID: info@vccipl.com / investorinfo@combatdrugs.in

## **8. VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of the the Listing Agreement read with Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 31st Annual Report of the company and the business may be transacted through e-voting. The company has engaged the services of National Depository Services Limited (NDSL) as the authorized agency to provide the e-voting facility.

The detailed instructions for E-voting are given as a separate attachment to this Notice.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter, it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for transferee(s) to furnish a copy of PAN Card to the Share Department of the Company/Registrar and Share Transfer Agent for registration of such transfer of shares. Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Share Department of the Company/Registrar and Share Transfer Agent.
10. As per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, particulars relating to appointment and reappointment of Directors are given in the Corporate Governance Section of the Annual Report
11. Members are requested to quote their Registered Folio No. on all correspondence(s) with the Company.

Mr. S. S. Marthi (Membership No.FCS 1989), Practicing Company Secretary, is appointed as scrutinizer to conduct E-voting.

By the Order of the Board  
For **COMBAT DRUGS LIMITED**

Sd/-

**SUCHIT MOHAN LAL**  
MANAGING DIRECTOR

Place: Hyderabad  
Date: 30.10.2017

## E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th November, 2017 (9:00 am) and ends on 29th November, 2017 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd November, 2017 (cut off date), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (ii) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iv) Click on Shareholder - Login
    - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (viii) Select "EVEN" of "Combat Drugs Limited".
  - (ix) Now you are ready for remote e-voting as Cast Vote page opens.
  - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xiii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to spcspl@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is pasted as below/at the bottom of the Attendance Slip / behind cover page for the AGM  

EVEN (Remote e-voting Event Number)	USER ID PASSWORD/PIN
<b>107988</b>	Refer Sticker in Book
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 28th October, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd November, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM).
- XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. S.S. Marthi, Company Secretary (Membership No. FCS 1989) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM), at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 three days 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.combatdrugs.in](http://www.combatdrugs.in) 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.

**Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment.**

- i. Name of Director : Mr. SUSHANT MOHAN LAL  
DIN : 01227151 Date of Birth: 07/05/1980  
Date of Appointment : 30/10/2017 Qualification: MBA  
Other Directorship : NIL Expertise : Marketing  
Chairman/Members of the Committee in other Companies : NIL  
No of shares held in the Company: 6,55,200
- ii. Name of Director : Mr. VASUDEV KOMARAJU  
DIN : 07233691 Date of Birth: 14/07/1953  
Date of Appointment : 30/10/2017 Qualification: PGDBM  
Other Directorship : NIL Expertise : Marketing  
Chairman/Members of the Committee in other Companies : NIL  
No of shares held in the Company: NIL
- iii. Name of Director : Mr. RAGU RAGHURAM  
DIN : 03567941 Date of Birth: 05/10/1959  
Date of Appointment : 30/10/2017 Qualification: MBA  
Other Directorship : NIL Expertise: I.T  
Chairman/Members of the Committee in other Companies: NIL  
No of shares held in the Company: NIL

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 3**

**APPOINTMENT of Mr. Sushant Mohan Lal as Director**

Mr. Sushant Mohan Lal, is one of the existing promoter seller and also the Director of the company and is retiring by rotation at the ensuing Annual General Meeting of the company. He has been with the company since 2007 and has been instrumental in guiding the company towards a positive future. He is a Masters in Business Administration from USA. It is proposed to appoint him as Director of the company in order to have continuance in the business of the company for a period of 2 years w.e.f, 1st December 2017.

Sri Sushant Mohan Lal does not enjoy any special rights through any formal or informal arrangements.

The special resolution proposed at Item No.3 is in terms of Regulation 31(5) of SEBI (LODR) Regulations, 2015.

Save and except Sri Sushant Mohanlal none of the other Directors / Key Managerial Personnel and their relatives are in any way, are concerned or interested, financially or otherwise, in the resolution set out in item no. 3.



#### **ITEM NO.4**

##### **Appointment of Mr. Vasudev Kommaraju as Director**

Mr. Vasudev Kommaraju was appointed as a Additional Director effective from 30th October, 2017 and hold office as Director upto the date of the ensuing AGM. He a Post-Graduate and Diploma in Business Management from Osmania University, Hyderabad. He is a Director-Operations of Izeen Pharma Ltd and its portfolio company, handling the overall operations of the unit. He has more than 41 years of experience in pharmaceutical industry. He started his carrier with Smith & Nephew, a UK based Pharma Company, taking care of the Business Development aspect of the Company. He was also associated with Goa Antibiotics, Parental Drugs Pharmaceuticals Ltd and Paul Hartman – Germany and with Virchow Biotech as Head-Sales, and Operations.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Sri Vasudev Kommaraju as a Director of the Company, liable to retire by rotation along with the prescribed deposit of Rs.1,00,000/-.

Save and except Sri Vasudev Kommaraju none of the other Directors / Key Managerial Personnel and their relatives are in any way, are concerned or interested, financially or otherwise, in the resolution set out in item no. 4.

The Board recommends the appointment of Mr. Vasudev Kommaraju as Director liable to retire by rotation and propose to pass the resolution set out in Item No. 4 of the notice as an Ordinary Resolution.

#### **ITEM NO. 5**

##### **APPOINTMENT of Mr. Ragu Raghuram as Independent Director**

Mr. Ragu Raghuram was appointed as an Independent Director of the Company pursuant to Section 161 of the Companies Act, 2013, effective from 30th October, 2017 and holds office as director only upto the date of ensuing AGM. The Company has received a notice from a member in terms of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Ragu Raghuram as an Independent Director of the Company liable to retire by rotation along with prescribed deposit of Rs. 1,00,000/-.

Save and except Mr. Ragu Raghuram none of the other Directors and their relatives are in any way, are concerned or interested, financially or otherwise, in the resolution set out in Item No. 5. Mr. Ragu Raghuram is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to be appointed as a Director.

The Board recommends the appointment of Mr. Ragu Raghuram as Independent Director liable to retire by rotation and propose to pass the resolution set out in Item No. 5 of the notice as an Ordinary Resolution.

#### **ITEM NO. 6**

##### **CHANGE OF NAME OF THE COMPANY**

The Board of Directors of the Company in its meeting held on 10th October, 2017 decided to change the name of the Company from “COMBAT DRUGS LIMITED” to RA Labs (India Limited) or “AAR Labs Limited” because AAR stands for initials of the

new promoter, which is a synonym to “Ram.” and the Board considered the same as an auspicious name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused.

The Company has already applied to the Registrar of Companies about the availability of new name “ AAR LABS Limited ” or any other name as approved by the Registrar of Companies for registration under Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the resolution being passed an application will be made to the Central Government for approval of the change of name under Section 4, 13 of the Act.

If the change of name is approved, share certificates already issued will not be called in only for the purpose of exchange into certificates bearing the new name, but will be so exchanged as and when the existing certificates come into the possession of the company and in the meantime the existing certificates will continue to be accepted for all purposes as indicating entitlement to shares of the Company.

As per the provisions of Sections 13 of the Companies Act, 2013, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

No Director or Key Managerial Personnel of the company has any interest in the resolution except as a member, if any, of the Company.

#### **ITEM NO. 7**

##### **INCREASE IN THE AUTHORISED CAPITAL OF THE COMPANY**

The present authorised capital of the company is Rs.8,00,00,000/- (Rupees Eight Crores) is divided into 80,00,000 Equity Shares of Rs.10/- each.

In view of the expansion plans of the company which require additional funds, it is proposed to increase the authorised equity share capital from the existing limit of Rs.8,00,00,000/- divided into 80,00,000 equity shares of Rs. 10/- each to Rs. 10,10,00,000/- divided into 1,10,00,000 equity shares of Rs.10/- each.

The Resolution contained in Item No. 7 seeks to increase the Authorised Share Capital of the Company as aforesaid and to alter the Memorandum of Association and Articles of Association of the Company consequential to increase in the Authorised Share Capital of the Company. The proposal requires the consent of the members. The Board of Directors recommends that the proposal be approved.

None of the directors, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution.

#### **ITEM NO. 8**

##### **RELATED PARTY TRANSACTIONS**

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The revised Clause of the Listing Agreement with BSE Limited has also prescribed seeking of shareholders’ approval for material related party transactions.

The Company solicits a general approval for the transactions entered by the Company with its directors, key managerial persons and senior management and Associates upto Rs. 20,00,00,000/- (Rupees Twenty Crores only) and at arm's length basis.

As per the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders. Accordingly, all related parties of the Company, including, among others, the Directors and Key Managerial Personnel of the Company will not vote on this resolution.

The Directors commend the Resolutions at Item No. 8 of the accompanying Notice for the approval of the Members of the Company.

Memorandum of Interest: None of the Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

#### **ITEM NO.9**

##### **CHANGE IN PROMOTERS & KEY MANAGERIAL PERSONAL**

Mr. Janaki Ram Ajarapu (Acquirer) had entered into a Share Purchase Agreement(SPA) dated 20th April, 2017 with Mr. Suchit Mohan Lal, Mr. Sushant Mohan Lal, Mrs. Antita Mathur and Mrs. Ankita Mathur (Sellers), the Promoters of the Company, to acquire 38,39,917 (Thirty Eight Lakhs Thirty Nine Thousand Nine Hundred and Seventeen) Equity Shares at a price of Rs.4.25/- (Rupees Four and paise twenty five Only) per Equity Share of the Company with an option to buy further shares. Pursuant to the execution of the SPA, the Acquirers made an Open Offer to all Public Shareholders in accordance with Regulation 3(1) and 4 of the SEBI (SAST) Regulations 2011 to acquire up to 20,80,000 (Twenty lakh Eighty Thousand) Equity Shares constituting 26% (Twenty Six) of the Share Capital of the Company at an offer price of Rs. 6/- (Rupees Six Only) per Equity Share.

In accordance with the SPA and Open Offer, the acquirers shall be classified as the promoters of the Company replacing the existing promoters subject to the approval of Shareholders as per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On consummation of the Offer Period, the Acquirers have acquired in total 46,39,927 (Forty Six Lakhs thirty Nine thousand Nine Hundred and twenty Seven) equity shares constituting 58% of the total share capital of the Company.

As per Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the letter of offer dated 29th July 2017 issued in connection with the open offer, approval of shareholders in the general meeting is required for classifying Janaki Ram Ajarapu as the Promoter of the Company and to reclassify Mr. Suchit Mohan Lal, Mr. Sushant Mohan Lal, Mrs. Anita Mathur and Mrs. Ankita Mathur under the Public Category.

By the Order of the Board  
For **COMBAT DRUGS LIMITED**

Sd/-

**SUCHIT MOHAN LAL**  
MANAGING DIRECTOR

Place: Hyderabad  
Date: 30.10.2017

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in submitting before you the Thirty First Annual Report of the Company together with the Audited Statements of Accounts for the financial year ended 31st March, 2017.

### 1. FINANCIAL RESULTS

The Company's financials for the year under review along with the corresponding figures of the previous year's figures are as under:-

(Amount in Lakhs)

	For the year ended	
	31-03-2017	31-03-2016
Net Income from		
Sales & Other Operations	35.20	22.30
Profit before Depreciation	(18.44)	(119.22)
Less Depreciation	-	8.56
Net Profit/(Loss) after Interest and Tax	(18.44)	(127.78)
Balance carried to Balance Sheet	(18.44)	(127.78)
Earning per share	(0.23)	(1.60)

### 2. DIVIDEND

As the company did not earn distributable profits, the board of directors did not recommend any dividend for the financial year under review. Since the company has not declared any dividend for more than 10 years. The provisions of Section 125 (2) of the Companies Act, 2013 do not apply.

### 3. RESERVES

The Board did not propose to transfer any amount to reserves.

### 4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the year under review, your company achieved a turnover of Rs.35.20 Lakhs in the year 2016-17 as compared to Rs. 22.30 Lakhs during 2015-2016. The Company is getting their Branded Formulations of WHO GMP standards manufactured on Third Party manufacturing basis with a reputed company in Hyderabad. The company is very confident of building very decent business volumes in due course of time.

### 5. CHANGE IN PROMOTERS

Mr.Janki Ram Ajarappu approached the Promoters of the Company and agreed to takeover majority equity stake of 48% from the Promoters and entered into Share Purchase Agreement to acquire 48% Share Holding from the present Promoter Group on 20th April, 2017. Subsequently, Mr.Janki Ram Ajarappu

acted as acquirer and in the Takeover Open Offer to acquire 26% of the shares of Combat Drugs Limited from the public shareholders by issuing a Public Announcement on 20th April, 2017. He was able to acquire only equity 10 shares in the open offer representing 0.001% of the present issued, fully paidup capital of the company.

Further, Mr. Janki Ram Ajarappu consummated the Share Purchase agreement and acquired 38,39,917 shares from the existing Promoters. He Further acquired 8,00,000 from Mr. Sushant Mohan Lal representing 10% of the present paidup equity share capital of the company & consummated the Share Purchase Agreement dated 20th April, 2017.

Accordingly, with the acquisition of above shares, the aggregate Share Holding of Mr. Janki Ram Ajarappu reached to 46,39,927 equity shares representing 58.00% of the present issued, subscribed and paidup capital of the company.

On completion of the above said obligations, Mr. Janki Ram Ajarappu is to be recognized as Promoters in place of Mr.Suchit Mohan Lal and Associates. The existing Promoter group of Mr.Suchit Mohan Lal, Mr.Sushant Mohan Lal, Mrs. Anita Mathur & Mrs. Ankita Mathur are to be are to be reclassified as Public Shareholders, Since this requires the approval of the Members pursuant to Regulation 31A of the SEBI (LODR) Regulations, 2015 by way of a special resolution the same is proposed for the approval of the members at the ensuing AGM.

#### **6.CHANGE IN THE BUSINESS OF THE COMPANY:**

During the year under review, the company did not change its line of activity.

#### **7. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report – **Annexure A**.

#### **8. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION**

Your Company has taken adequate steps to adhere to all the stipulations laid down under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as part of this Annual Report as "**Annexure – B**".

#### **9. LISTING & TRADING ON STOCK EXCHANGES**

The Equity Shares of the Company are listed on The Bombay Stock Exchange Limited, Mumbai. The Market price of the Share as on 30th March, 2017 was 8.08 as compared to Rs.6.06 per share on even date in 2016 & on the 23rd October 2017 was Rs.20.02. The Company confirms that it has paid the Annual Listing Fee for the year 2017-18 to BSE.

## **10. DEMATERIALISATION OF SHARES**

82.67% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2017 and balance 17.33% is in physical form and as of 20th October 2017, 84.06% of the company's paid up Equity Share Capital is in dematerialized form and balance 15.94% is in physical form. The Company's Registrars are M/s Venture Capital & Corporate Services Private Limited, 12-10-167, Bharat Nagar, Hyderabad-500 018, Telangana. Phone: (+91)-4023818475/476 FAX: +91 40 23868024 Email id: info@vccipl.com.

## **11. BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

## **12. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

**13. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There is no order passed by any Court or Tribunal or forum which impacted or is likely to impact the "Going concern status" of the company.

**14. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.**

The company has adequate internal financial controls and has a separate Audit committee to assess the internal controls and guide the company accordingly.

**15. DETAILS OF SUBSIDIARIES, JOINT VENTURES, ASSOCIATE COMPANIES & THEIR PERFORMANCE**

The Company did not have any subsidiary or joint venture or associate company during the year under review. However, the Company has opened a Subsidiary Company in Singapore in the name & style of RA LABS Pte Ltd in the month of October, 2017, to expand the business of the company internationally.

**16. DEPOSITS**

The Company has neither given nor accepted any Public Deposits during the year under review.

**17. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

**18. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility does not apply to the company.

**19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

## **21. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The Directors had taken proper and 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 and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) 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.

## **22. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

There were no qualifications, reservations or adverse remarks made by either the Auditors or by the Practicing Company Secretary in their respective reports except the following Disclaimers:

### **1. Auditors Report**

- a) Payment of Professional Tax due of Rs.38,979/-

The company is in the process of clearing the small amount due on account of professional Tax.

## **23. SHARE CAPITAL**

The Equity Share Capital of the Company is 8,000,000 Shares of Rs.10/- each. The Company has not bought back any of its securities nor has it issued any Equity or Sweat Equity or bonus Shares or has not provided any Stock Option Scheme to the employees during the year under review.



## 24. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Nomination & Remuneration Committee is vested with the powers to recommend the Appointment of a Director and fix, recommend the Remuneration accordingly.

### Managerial Remuneration:

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

Name	Designation	Yearly Remuneration (Rs).
1. Mr.Suchit Mohan Lal Managing	Director	4,50,000.00
2. Mr.Sushant Mohan Lal Executive	Director	2,76,000.00
3. Smt. Vemuri Shilpa	Independent Director	NIL
4. Mr. Bhupendralal Waghray	Independent Director	NIL

The Remuneration of Mr.Suchit Mohan Lal was increased to Rs. 9,00,000.00 per Annum as approved by the Shareholders in the last AGM. However, Mr. Suchit Mohan Lal had requested that he will not draw the monthly Remuneration for the period of October 2016 to March 2017 in view of the financial crunch in the company. The request was accepted by the Board of Directors and a resolution was passed to this effect.

The Remuneration of Mr.Sushant Mohan Lal was increased to Rs. 4,32,000.00 per Annum during the year under review. However, Mr. Sushant Mohan Lal had requested that he will not draw the monthly Remuneration for the period of January 2017 to March 2017 amounting to Rs.156000/= in view of the financial crunch in the company. The request was accepted by the Board of Directors and a resolution was passed to this effect.

B) Details of every employee of the Company as required pursuant to 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :

### 1. The Ratio as such is not applicable.

C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report — NIL

## **25. ANNUAL RETURN**

The extracts of the Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 in Form MGT 9 is attached to this Report at Annexure 'F'.

## **26. BOARD MEETINGS**

The Board during the financial year 2016-17 met Six times. Detailed information regarding the meetings of the Board are included in the report on Corporate Governance, which forms part of the Board's Report.

The Company constituted 3 Committees as under:

- (I) Audit Committee;
- (II) Nomination & Remuneration Committee ;
- (III) Share holders Grievance Relationship/Share Transfer Committee

The details are given as Annexure 'B' in the Corporate Governance Report.

## **27. DIRECTORS**

The Board as a main functionary is primarily responsible to ensure value creation for its stake holders. The Board of Directors and its committees through their leadership and guidance ensures the highest standards of corporate governance. There were 4 Directors on the Board of the Company as at 31st March 2017. There is an appropriate combination of Independent & Non-Independent Directors on Board of the Company.

## **CHANGES IN DIRECTORS AND KEY MANEGERIAL PERSONEL**

In accordance with the provisions of the Companies Act, 2013, Sri. Vasudev Kommaraju, was appointed as Director and Sri Ragu Raguram was appointed as Independent Director on 30th October, 2017. Shri Bhupendralal Waghray . Independent Director resigned from the Company as an Independent Director with effect from 30-10-2017 due to his pre-occupation and the resignation of the Independent Directors was accepted by the Board.

## **COMPLIANCE OFFICER:**

Mr. Kiran Kumar Kotigiri compliance officer of the Company resigned from the copany with effect from 30th October, 2017. His Resignation was accepted by the Board with immediate effect.

Mr.Sushant Mohan Lal, Director, will be the Compliance Officer of the Company.

## **28. DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted declarations disclosing to the Board that they fulfill the criteria stipulated under Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors

under the provisions of the Companies Act, 2013 and the relevant rules made there under.

## **29. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

The Audit Committee consists of the following members:

- i) Shri Bhupendralal Waghray
- ii) Smt Vemuri Shilpa
- iii) Shri. Sushant Mohan Lal

The above composition of the Audit Committee consists of independent Directors viz., Shri Bhupendralal Waghray and Smt Vemuri Shilpa, who form the majority. The Audit Committee reports to the Board. The Company has a vigil mechanism in place.

## **30. RISK MANAGEMENT:**

The company has formulated & adopted a Risk management policy at its oard Meeting. As per the policy, the management continues to review and assess the Ris and also take steps for mitigating the same.

## **31. CORPORATE SOCIAL RESPONSIBILITY:**

The provisions of the Companies Act, 2013 and rules made there under (“the Act”), forming of a Corporate Social Responsibility (CSR) Committee is Not Applicable to the Company.

## **32. PARTICULARS OF EMPLOYEES:**

Information as required under the provisions of Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given elsewhere in the report. As per the proviso to Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the particulars of employees posted and working outside India is - NIL.

33. Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outflow [Clause (m) of sub-section (3) of section 134 of the Act, r/w Rule 8 of the Companies (Accounts) Rules, 2014]

### **(A) Conservation of energy**

The Company is getting their Products manufactured on Third Party Manufacturing basis & hence the energy consumed for manufacturing activities during the year was NIL & hence, No Additional Investments or proposals were implemented for reduction of consumption of energy.

**(B) Technology absorption:** The Company did not carry out any R & D during the year under review.

**(C) Foreign exchange earnings and Outgo:** NIL

#### **34. ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to Bankers, Business Associates, Consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board  
**For COMBAT DRUGS LIMITED**

Place: Hyderabad  
Date: 30.10.2017

Sd/-  
SUCHIT MOHANLAL  
MANAGING DIRECTOR

Sd/-  
SUSHANT MOHANLAL  
DIRECTOR

## **MANAGEMENT DISCUSSION & ANALYSIS**

### **OVERVIEW**

The financial statements are in conformity with the requirements of the Companies Act, 2013 and the Accounting Standards issued by the Central Government. The Management of the Company accepts responsibility for the integrity and objectivity of these financial statements, as well as, for estimates and judgments relating to matters not concluded by the year-end. The management believes that the financial statements reflect fairly the form and substance of transactions and reasonably presents the company's financial condition, and results of operations. To ensure this, the Company has installed a system of internal controls, which is reviewed, evaluated and updated on an ongoing basis. Our auditors have conducted audits to provide reasonable assurance that the company's established policy and procedures have been followed. However, there are inherent limitations that should be recognized in weighing the assurances provided by any system of internal controls. These financial statements have been audited by M/s. ANANDAM & CO , Chartered Accountants, Hyderabad, the Statutory Auditors of the Company.

### **OPPORTUNITIES, THREATS, RISKS & CONCERNS**

The company is having its presence in only one Pharmaceutical sector of Pharmaceutical Formulations and is mainly in the Domestic market marketing Speciality Formulations in India.

The increase in the acceptance of Generic Drugs all over the world increase the accessibility and affordability of modern day pharmaceutical products as It allows access to expensive treatments at much lower cost. It is expected that the global market for generics would increase to \$518 billion in 2018 as compared to \$269 billion in 2012. In view of the encouraging trends and in the view of the wide acceptance of the products of other Indian Companies worldwide the company has plans to foray into Exports of Formulations and Bulk drugs to augment its Turnover and profits.

The main outlook, concerns challenges and Threats for the pharmaceutical sector in the coming years will be, decline in the margins because of increasing competition & policies of various Governments.

In line with our stated philosophy and strategy, the company will continue to pursue various options to achieve growth. With increase in the cost of raw material, adverse government policies and pricing guidelines, lack of modernized infrastructure and equipment, working capital constraints, inadequate cash flows and above all, huge competition from multinationals and big brands on one side and unorganized Pharma

sector on the other side, the company's growth chart is not satisfactory and the management is trying to reduce the cost and focus more on marketing tie-ups to tap the growing OTC market and Exports .

Your Company has adequate internal control systems commensurate with the size of its operations for the purpose of exercising adequate controls on day to day operations of the Company. Internal audit is conducted at regular intervals.

The Company is getting their products manufactured on third party basis in GMP Manufacturing units in various locales.

The details of the financial performance of the Company are comprised in the Balance Sheet, Profit and Loss Account and other financial statements which are annexed hereto along with the Directors and the Auditors Report for the financial year 2016-17.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has an adequate system of internal financial controls.

### **HUMAN RESOURCES:**

By virtue of reduction in the operations, the man power requirement has come down. There is a conscious effort by the Company to build diversity in the workforce.

### **Disclaimer**

Some of the statements in this Management Discussion & Analysis, describing the Company's objectives, projections, estimates and expectations may be "forward looking statement" within the meaning of applicable laws and regulations. Actual results might differ substantially from those expressed or implied. Important developments that could affect the Company's operation including changes in the industry structure, significant changes in political and economic environment in India, tax laws, import duties, litigation and labour relations. The Company does not undertake endeavours to update these statements.

## **CORPORATE GOVERNANCE REPORT**

In accordance with regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report containing the details of Corporate Governance systems and processes at Combat Drugs Limited are as follows:

### **1. Company's Philosophy on Code of Corporate Governance**

It is the Company's endeavor to attain highest level of governance in the conduct of your Company's business and its dealings and hence ensures adherence and enforcement of the principles of corporate governance with a focus on transparency, professionalism, fairness and accountability.

The Company is continuously making efforts for improving the Corporate Governance practices in the company which can contribute substantially in achieving good governance and thus resulting in enhancement of value to its stakeholders, customers, employees, Banks, Government Agencies, etc.

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

### **2. CHANGE IN PROMOTERS**

Mr. Janki Ram Ajarappu has a majority equity stake of 48% from the existing Promoters by virtue of a Share Purchase Agreement dated 20th April, 2017.

After obtaining all the required permissions from BSE & SEBI, Mr. Janki Ram Ajarappu acted as acquirer and gave an Open Offer Through Category 1 Merchant Bankers, Saffron Capital Advisors Private Limited, Mumbai to acquire 26% of the shares of the company from the public shareholders by issuing a Public Announcement on dated 20th April, 2017. He was able to acquire only equity 10 shares in the open offer on representing less than 0.01% of the present issued, fully paidup capital of the company.

Further, Mr. Janki Ram Ajarappu acquired another 10% shares amounting to 800000 equity shares of Rs.10/-each from Mr. Sushant Mohan Lal representing 10 % of the present paidup equity share capital of the company.

Accordingly, upon consummation of the SPA, with the acquisition of above shares, the aggregate Share Holding of Mr. Janki Ram Ajarappu reached to 46,39,927 equity shares representing 58.00% of the present issued, subscribed and paidup capital of the company.

The necessary approvals pursuant to SEBI Regulations is being obtained at the ensuing AGM of the company in connection with the change of management and reclassification of the promoters of the company.

### 3. BOARD OF DIRECTORS:

Your Company had a balanced mix of Executive and Non-Executive Directors during the year. The composition of the Board is broadened to represent a blend of professionals from various backgrounds.

The Chairman of the Board for the full financial year 2016-17 was Mr. BhupendraLal Waghray, Independent Director. The composition of the Board is in compliance with Regulation 25(7) Of SEBI (Listing Obligations and Disclosure Requirements) 2015.

#### (a) Composition and Category of Directors

The Board of Directors had an optimum combination of Two Executive and Two Non- Executive Directors one of them being a lady Director and not less than fifty percent of the Board members are Non-Executive and Independent Directors.

<b>Executive Directors</b>	<b>Age</b>	<b>Designation</b>	<b>Date of Appointment</b>
Mr. Suchit Mohan Lal	61	Managing Director	5th Aug, 1999
Mr. Sushant Mohan Lal	37	Director	19th May, 2006

#### **Non-Executive/or Independent Directors**

1. Mr. Bhupendralal Waghray,	62	Independent Director	14th Nov, 2015
2. Mrs. Vemuri Shilpa	27	Independent Director	30th Mar, 2015

#### **Note:**

Mr. Vasudev Kommaraju has been appointed as Director with effect from 30th October, 2017

Mr. Ragu Raghuram has been appointed as Independent Director with effect from 30th October, 2017

Mr.Bhupendralal Waghray, Independent Directors Resigned with effect from 30th October, 2017

#### **NOTES:**

- (1) None of the Directors are related to each other except for Promoter Directors;
- (2) Number of Directorship held in other companies includes all companies, whether listed or unlisted and excludes foreign companies, other bodies corporate and professional bodies. The limits on directorship of Independent Directors and Executive Directors are within the permissible limits.



- (3) The necessary disclosures regarding change in Committee positions, if any, have been made by all the Directors, during the year under review. None of the Director is a Member of more than 10 Committees or Chairman of more than 5 Committees across all Indian companies.
- (4) Independent Director means a Non-Executive Director, who fulfils the criteria as laid down in SEBI (Listing Obligations and Disclosure Requirements) 2015
- (5) The Company has issued formal letter of appointment to its Independent Directors. The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013.
- (6) The Independent Directors of the Company met every time a Board Meeting is held. These meetings are held the same day as that of the Board Meetings. In the said meetings the Independent Directors review the matters stated in SEBI (Listing Obligations and Disclosure Requirements) 2015 (b) and action items, if any, are communicated and tracked to closure to the satisfaction of Independent Directors.

**Break-up of other Directorships : NIL**

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally.

The calendar of Board meetings is decided in consultation with the Board and the schedule of such meetings is communicated to all Directors well in advance. Generally, the Board Meetings are held in Hyderabad/ Secunderabad / R.R. Dist, where the Corporate office / Registered Office of your Company is situated.

Your Board met 6 times during the financial year on 11th April, 2016, 30th May, 2016, 13th August, 2016, 25th August, 2016, 14th November, 2016, 14th February, 2017.

The necessary quorum was present for all the Board Meetings and the Thirtieth Annual General Meeting. The maximum interval between any two Board Meetings was well within the maximum allowed gap of one hundred and twenty days.

After each Board Meeting, your Company has a well-articulated system of follow up, review and reporting on actions taken by the Management on the decisions of the Board and Committees of the Board.

**(b) Attendance of the Directors at the Board Meetings and the Thirtyeth AGM & Shareholding of Directors as on 31st March, 2017.**

S. No	Name	Category	No. of BM Attended	Attendance at Previous AGM	No. of Memberships (other Co's)	Shares Held	%
1	Suchit Mohan Lal	Promoter & M.D	6	Yes	Nil	24,64,289	30.80
2	Sushant Mohan Lal	Promoter & Dir	6	Yes	Nil	20,60,491	24.76
3*	Vemuri Shilpa	Indp. Dir	6	Yes	Nil	Nil	0.00
4	Bhupendralal Waghray	Indp. Dir	6	Yes	Nil	Nil	0.00

All changes being additions and deletions are communicated by the Board Members and recorded in the statutory registers and applicable disclosures also made to the Stock Exchanges.

The Board has constituted the following Committees and each Committee has their terms of reference as a Charter.

- (I) Audit Committee;
- (II) Nomination & Remuneration Committee
- (III) Share holders Grievance /Relationship/Share Transfer Committee

**I. THE AUDIT COMMITTEE**

The Audit Committee was constituted in accordance with the requirements of the Listing Agreement and reports to the Board and is primarily responsible for:

- To review the internal control systems
- To review Quarterly and Half-yearly results
- To review the accounting and financial policies and practices
- To review reports furnished by the internal and statutory auditors, and ensure that suitable follow-up action is taken.

l) The Audit Committee consists of Three Directors, as per the details given below. All Members are financially literate and have the required accounting and financial management expertise.

Mr. Bhupendralal waghray, Independent Director, was the Chairman of the Audit Committee and was present at the Thirtieth Annual General Meeting. Mrs. Vemuri Shilpa, Independent women Director was also present to answer the Shareholders'queries.

The Audit Committee met 4 times during the financial year 2016-17. 30th May, 2016, 13th August 2016, 14th November, 2016, 14th February, 2017 and not

more than four months had elapsed between two Audit Committee meetings. The necessary quorum was present for all the said Audit Committee Meetings.

S. No	Name	category	Position held	No. of Meetings Attended
1	Sushant Mohan Lal	Promoter & Dir	Member	4
2	Vemuri Shilpa	Indp. Dir	Chairman	4
3	Bhupendralal Waghray	Indp. Dir	Member	4

No sitting fees was paid to them for attending the meetings of the Board and or its Committees.

## II. THE NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is primarily responsible to Identify potential candidates to become Board Members besides Recommending nominees to various Committees of the Board while Ensuring that appropriate procedures are in place to assess Board's effectiveness.

2. Developing an annual evaluation process of the Board and its Committees.
3. Devising a policy on Board diversity;
4. Assist the Board in ensuring that affordable, fair and effective compensation philosophy and policies are implemented;
5. Approve and make recommendations to the Board in respect of salary structure and actual compensation (inclusive of performance based incentives and benefits) of the Executive Directors, including the Chief Executive Officer;
6. Review and approve the overall budgetary increment proposals, disclosures in the annual report or elsewhere besides Any other matter referred to the Remuneration Committee by the Board of Directors of the Company.
7. Nomination and Remuneration Committee - salary, benefits, perquisites and allowances (fixed component) and performance incentives, commission (variable component) to its Chairman, Managing Director and other Executive Directors.

S. No	Name	Category	Position held	No. of Meetings Attended
1	Sushant Mohan Lal	Promoter & Dir	Member	3
3	Vemuri Shilpa	Indp. Dir	Member	3
4	Bhupendralal Waghray	Indp. Dir	Chairman	3

The Nomination and Remuneration Committee met Three times during the financial year 2016-17. They met on 11th April, 2016, 30th September, 2016, 4th January, 2016. The necessary quorum was present for all the said meetings.

**Details of the Remuneration:**

<b>Name</b>	<b>Designation</b>	<b>Yearly Remuneration (Rs).</b>
1. Mr.Suchit Mohan Lal	Managing Director	4,50,000.00.
2. Mr.Sushant Mohan Lal	Executive Director	2,76,000.00
4. Smt. Vemuri Shilpa	Independent Director	NIL
5. Mr. Bhupendra Lal Waghray	Independent Director	NIL

**Notes:**

- The Remuneration for the period of October 2016 to March 2017 of Mr. Suchit Mohan Lal was not accounted and not paid on his request & the reasons are stated elsewhere in the document.
- The Remuneration for the period of January to March 2017 of Mr. Sushant Mohan Lal was not accounted and not paid on his request & the reasons are stated elsewhere in the document.

No sitting fee or out of pocket expenses was paid to any of the Directors during the year in view of the financial constraints and performance of the company. The Comparative Ratios are– Not applicable

**III. SHAREHOLDERS’ RELATIONSHIP / INVESTOR GRIEVANCE/ SHARE TRANSFER COMMITTEE**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board has constituted the committee as the “Shareholders’ Relationship / Investor Grievance/ Share Transfer Committee “

The Committee reviews the following: Expeditious redressal of investor’s grievances, Transfer of shares, Dematerialisation/ Re-materialisation, Non receipt of Annual Reports and declared dividend, all other matters related to shareholders Grievance & to ensure quicker investor services and expeditious disposal of the share transfer approvals. The Committee meets as and when the memorandum of transfers date is intimated by the Share Transfer Agents; VENTURE CAPITAL & CORPORATE SERVICES PRIVATE LIMITED (Registrars and Transfer Agents) and accords its approvals accordingly.

The Share Transfer Committee Met Eleven times during the financial year 2016-17.

S.No	Name	category	Position held	No. of Meetings Attended
1	Suchit Mohan Lal	Promoter & M.D	Chairman	11
2	Sushant Mohan Lal	Promoter & Dir	Member	11
3	Vemuri Shilpa	Indp. Dir	Member	11

All the Share Transfers were effected on time and there is no share transfer pending for more than 15 days and there are No pending Share Transfers as on 31st March 2017. During the year 2016-2017, 2 complaints were received and resolved and as on 31st March, 2017 there were no complaints pending to be resolved.

No sitting fees was paid to them for attending any meeting of the Board and or its Committees.

Your Company has a designated e-mail ID, investorinfo@combatdrugs.in for the redressal of any Stakeholders' related grievances exclusively for the purpose of registering complaints by Members/ stakeholders. Your Company has also displayed the said email ID under the investors section at its website, and other relevant details prominently for creating investor/ stakeholder awareness. Your Company maintains a functional website containing necessary information about the Company, contact information of the designated officials of the Company and the contents of the said website are updated at any given point of time as per Clause 54 of the Listing Agreement, and as per the requirements of the Companies Act, 2013.

The Compliance Officer, monitors the share transfer process and reports to the Company's Board in each meeting and the said Officer also directly liaises with the authorities such as SEBI, Stock Exchanges, ROC etc., and investors with respect to implementation of various clause, rules, regulations and other directives of such authorities and investor service & complaints related matter. Investors may address their Communications / Suggestions / Greivance to The Compliance Officer at 9-109/9, Plot No.112, road No.14, Gayatri Nagar, Road No.14, Boduppall, R.R.Dist - 500039. TELANGANA. India. Or send a mail to investorinfo@combatdrugs.in / cs@combatdrugs.in

\* Mr. K Kiran Kumar, Compliance officer of the company resigned from the company with efect from 30th October, 2017 and Mr. Sushant Mohan Lal will be the acting Compliance Officer with immediate effect.

### 3. GENERAL BODY MEETINGS :

Date, Time and Location of the last 3 Annual General Meetings are:

AGM	Date	Location	Time
30th	29.09.2016 Wednesday	Plot No.112,Gayatri Nagar,Road No.14, Boduppal,R.R.District-Telangana.	11.00 A. M.
29th	30.09.2015 Wednesday	Plot No.112,Gayatri Nagar,Road No.14, Boduppal,R.R.District-Telangana.	11.30 A. M.
28th	30.09.2014 Monday	185, 186, Yellampet, Medchal Mandal, R.R. District, (AP)	11.30 A.M

#### Postal Ballot:

No Resolution was passed during the previous year, through Postal Ballot process.

#### Details of Non Compliance

- (i) During the year 2016-17, no materially significant related party transactions have been entered into by the Company with the Promoters, Directors or Management or their relatives, that may have a potential conflict with the interest of the Company. None of the Non-Executive Directors/ Independent Directors have any pecuniary material relationship or transactions with the Company for the year ended March 31, 2017, and have given undertakings to that effect.
- (ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:  
  
No penalty, or stricture was imposed by the Stock Exchanges or SEBI or any other authority, during the last 3 (three) years, since all applicable requirements were fully complied with.
- (iii) Accounting treatment in preparation of Financial Statements:  
  
The guidelines/ accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material respects.
- (iv) Whistle Blower Policy: The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with the requirements under the Companies Act, 2013 and Listing Agreement:

- For employees to report concerns about unethical behavior and to establish a mechanism to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the Integrity Policy; and
  - To ensure that adequate safeguards shall be provided to the whistle blowers against any victimization or vindictive practices like retaliation, threat or any adverse (direct or indirect) action on their employment. The Policy also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.
  - No personnel/ person has been denied access to the Audit Committee.
- (v) Your Company has laid down a Code of Conduct (“Code”) for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e., [www.combatdrugs.in](http://www.combatdrugs.in). All Directors and Personnel of the Company have affirmed compliance with the Company’s Code of Conduct for the financial year ended March 31, 2017. A declaration signed by the Chief Executive Officer (CEO)/ Managing Director to this effect is attached as Annexure A to the Corporate Governance Report in the Annual Report.
- (vi) The Company has disclosed and complied with all the mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) except the appointment of full time company secretary and Chief Financial Officer. The details of these compliances have been given in the relevant sections of this report. Among the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) the Company has complied with the following:
- Separate posts of Chairman and CEO - The Chairman and Managing Director/ CEO are two separate persons -The position of Chairman and CEO is bifurcated in the Company.
  - Reporting of Internal Auditor - The Internal Auditor reports directly to the Audit Committee.
  - Your Company has comprehensive guidelines on prohibiting insider trading and the Company has adopted the code of internal procedures and conduct for listed companies notified by the SEBI

#### **4. APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS**

##### **A. Appointments**

Mr. Sushant Mohan Lal was appointed as a Director from 30-10-2017, is liable to retire by rotation & being eligible offers his candidature for Re-appointment.

Mr. Vasudev Kommaraju was inducted in the Board as a Director from 30-10-2017, is liable to retire by rotation & being eligible offers his candidature for Re-appointment.

Mr. Ragu Raghuram was inducted in the Board as an Independent Director from 30-10-2017, is liable to retire by rotation & being eligible offers his candidature for Re-appointment.

## **B. Resignations**

1. Mr. Bhupendralal Waghray Resigned as an Independent Director w.e.f. 30-10-2017.

## **5. RECONCILIATION OF SHARE CAPITAL AUDIT**

The 'Reconciliation of Share Capital Audit' was undertaken on a quarterly basis and the audit covers the reconciliation of the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit has also confirmed that the aggregate of the total issued/ paid-up-capital is in agreement with the total number of shares in physical form, shares allotted & advised for demat credit but pending execution and the total number of dematerialized shares held with NSDL and CDSL.

## **6. SECRETARIAL AUDIT**

The Auditors' Report and Secretarial Auditors' Report are given as annexure which forms part of this report.

## **7. MANAGEMENT DISCUSSION AND ANALYSIS**

As required under SEBI (Listing Obligations and Disclosure Requirements) , the Management Discussion and Analysis is provided separately in the Annual Report.

## **8. CEO AND CFO'S CERTIFICATION**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO's Certification is provided as Annexure to the Corporate Governance Report in the Annual Report. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO's / Managing Directors Certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended March 31, 2017, was placed before the Board of Directors at all their meetings held.

## **9. MEANS OF COMMUNICATION**

- Company has regularly furnished Financial Results by email and also by way of filing through the electronic filing within the time lines to the Mumbai Stock Exchange.



- Quarterly and annual financial results are also published in English, and other regional (Telugu) newspapers.

-Website Pursuant to under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's website [www.combatdrugs.in](http://www.combatdrugs.in) contains all the information as may be required by the Shareholders including press releases, financial results, fact sheet reports, additional disclosures, earnings conference, shareholding pattern, Shareholders' reports, investor presentation, Annual Reports, etc., Quarterly results are put on the Company's web-site. The Company submitted a quarterly compliance report to the stock exchanges within 45 days from the close of quarter.

10. The Thirty First Annual General Meeting (AGM) of the Company for the financial year 2016-17 is scheduled on Thursday , the 30th November, 2017 at 3.00 PM at 9-109/9, Plot No.112, Road No.14, Gayatri Nagar, Road No.14, Boduppall, R.R.Dist - 500039. TELANGANA. India.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Mumbai Stock Exchange ( BSE), the Company has also extended e-voting facility, for its Members to enable them to cast their votes electronically and also physically on the proposed resolutions in the Notice of the Thirty First Annual AGM. Instructions for e-voting are listed under the segment "Notes" in the Notice to Thirty First Annual AGM.

Those of the Shareholders/ Members, who cannot attend the AGM in person, can appoint a proxy to represent them in the AGM, for which the Shareholder/ Member needs to fill in a proxy form and send it to the Company, to its Registered Office address, on or before 10.30 AM on 27-11-2017.

#### **11. GENERAL SHAREHOLDER INFORMATION:**

Annual General Meeting	: 30th November, 2017 at 3.00 P.M. at 9-109/9, Plot No.112, Gayatri Nagar, Road No.14, Boduppall, R.R.Dist - 500039. TELANGANA. India.
Financial Year	: 1st April, 2016 to 31st March, 2017
Dates of Book Closure	: 27.11.2017 to 30.11.2017
Listing	: The Bombay Stock Exchange Ltd.
Stock Code	: 524752

- Registrar & Transfer Agents : **Venture Capital & Corporate**  
Investments Pvt Ltd, 12-10-167, Bharat  
Nagar, Hyderabad - 500 018  
Ph: +91-40+23818475 / 23818476  
Fax:+91-40-23868024  
E-mail:info@vccilindia.com  
Contact: Mr. E.S.K.Prasad / P. Srinivas Reddy
- Share Transfer System : The share transfers are affected within fifteen days from the date of the lodgment for transfer, transmission, sub-division, etc. and the Share Certificates are delivered to the Shareholders immediately.
- Dematerialization of shares : The company was allotted ISIN INE643N01012 by CDSL and NSDL and trading is being done in Dematerialized form in BSE.
- Nomination Facility : Shareholders, holding shares in physical form and desirous of making/ changing a nomination in respect of their shareholding in the Company as permitted under Section ..... of the Companies Act 2013 are requested to submit to the Compliance Officer in the prescribed form 2B for this purpose, which can be furnished by the Company on request.
- Outstanding GDR's/ ADR's/  
Warrant or any convertible  
instruments, conversion date  
and likely impact on equity. : Nil
- Address for Correspondence : Registered Office : 9-109/9, Plot No.112,  
Gayatri Nagar, Road No.14, Boduppal,  
R.R.Dist - 500039. TELANGANA. India.

## 12. MARKET PRICE DATA

The closing market price of equity share on 31st March, 2017 (last trading day of the financial year) was Rs.6.06/- as compared to the price on 31st March 2016 of Rs.9.31 on BSE.

## 1. DISTRIBUTION OF SHAREHOLDING :

### Distribution Details Of Shares FOR THE PERIOD 31/3/2017

Shareholders holding nominal Value of	No. of Shareholders		Nominal Value of Shares Held and percentage of Equity	
	Number	% To Total	Value	% To Total
Upto - 5000	11776	97.84	2831020	3.54
5001 - 10000	105	0.87	846350	1.06
10001 - 20000	57	0.47	845920	1.06
20001 - 30000	24	0.20	620320	0.78
30001 - 40000	8	0.07	286300	0.36
40001 - 50000	9	0.07	436340	0.55
50001 - 100000	21	0.17	1453560	1.82
100001 and above	36	0.30	72680190	90.85
<b>Total</b>	<b>12036</b>	<b>100</b>	<b>80000000</b>	<b>100</b>

## 2. SHAREHOLDING PATTERN FOR THE QUARTER ENDED 31ST MARCH, 2017

S. No.	Category of shareholder	Nos. of share holders	No. of equity shares held	Shareholding as a % of total no. of shares
(A)	<b>PROMOTER &amp; PROMOTER GROUP</b>			
	Indian Promoters: Individuals/ HUF's Bodies Corporate	6	5295117	66.19%
	<b>Total Promoter Shareholding</b>	<b>6</b>	<b>5295117</b>	<b>66.19%</b>
(B)	<b>NON PROMOTER / PUBLIC SHAREHOLDING</b>			
1	Financial Institutions/Banks	1	300	0.00%
2	Individual ShareHolders holding nominal share capital upto 2Lakh	11958	795710	9.95%
3	Individual ShareHolders holding nominal share capital in excess of 2Lakh	19	1681130	21.01%
4	Bodies Corporate	40	212982	2.66%
5	Clearing Member	10	13661	0.17%
6	Non Resident Individuals	2	1100	0.01%
	<b>Total Public Shareholding</b>			
	<b>B=(B)(1+2+3+4+5+6)</b>	<b>12030</b>	<b>2704883</b>	<b>33.81%</b>
	<b>GRAND TOTAL</b>	<b>12036</b>	<b>8000000</b>	<b>100.00%</b>

By the Order of the Board  
For **COMBAT DRUGS LIMITED**

Sd/-

**SUCHIT MOHAN LAL**  
MANAGING DIRECTOR

Place: Hyderabad  
Date: 30.10.2017

**Annexure-A**  
**TO CORPORATE GOVERNANCE**

Declaration by the Managing Director under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance with Code of Conduct

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, I hereby confirm that, all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2017.

By the Order of the Board  
For **COMBAT DRUGS LIMITED**

Sd/-  
**SUCHIT MOHAN LAL**  
MANAGING DIRECTOR

Place: Hyderabad  
Date: 30.10.2017

**Annexure B to Corporate Governance**  
**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis

SL. No.	Particulars	Not At Arms Length	At Arms Length
1	Name (s) of the related party & nature of relationship	NIL	Ruchi Biotech owned by Director
2	Nature of contracts / arrangements / transaction.	NIL	Purchase of Pharmaceutical Formulations
3	Duration of the contracts / arrangements / transaction	NIL	2016-2017
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL	Purchases of Rs. 940387 worth of Goods during the year
5	Justification for entering into such contracts or arrangements or transactions'	NIL	N/A
6	Date of approval by the Board	NIL	29.08.2015
7	Amount paid as advances, if any	NIL	NIL
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL	N/A Approved in AGM 30.09.15

NOTE: The details of names, nature of relationship; nature of such contracts / arrangements / transactions are disclosed in Note No.20(iv) of the Financial Statements

For **COMBAT DRUGS LIMITED**

Place: Hyderabad  
Date: 30.10.2017

Sd/-  
**SUCHIT MOHAN LAL**  
MANAGING DIRECTOR

**CHIEF EXECUTIVE OFFICER (CEO) AND  
CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

I Mr. Suchit Mohan Lal, CEO & Managing Director of Combat Drugs Limited to the best of my knowledge, information and belief, certify that:

- 1) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2017:
  - a) These statements do not contain any materially untrue statement or omit any Material fact or contain statements that might be misleading;
  - b) These statements together present, in all material respects, a true and fair view of the Company's affairs, the financial condition and results of operations and are in compliance with applicable accounting standards, laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or which violate the Company's code of conduct.
- 3) We are responsible for establishing and maintaining internal controls over financial reporting by the Company and we have:
  - a) Designed such controls to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others;
  - b) Designed or caused to be designed, such internal control systems over financial reporting, so as to provide reasonable assurance regarding the preparation of financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India; and
  - c) Evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
- 4) During the year, we have disclosed to the Company's Auditors and the Audit Committee of the Board of Directors:
  - a) Any change, that has materially affected or is reasonably likely to materially affect, the Company's internal control over financial reporting;
  - b) Any significant changes in accounting policies during the year, and that the same have been disclosed appropriately in the notes to the financial statements;

- c) Instances of significant fraud, if any, that we are aware especially, if any, Member of management or employee involved in financial reporting related process. No such instances were noticed during the year 2016-17;
  - d) All significant changes and deficiencies, if any, in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data; and
  - e) Any material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
- 5) In the event of any materially significant misstatements or omissions, we will return to the Company that part of any bonus or incentive which was inflated on account of such mistakes or omissions.
- 6) We affirm that we have not denied any employee, access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
- 7) We further declare that, all Board Members and Senior Managerial personnel have affirmed compliance with the code of conduct for the current year.

**For COMBAT DRUGS LIMITED**

Sd/-

**SUCHIT MOHANLAL**  
MANAGING DIRECTOR

Place: Hyderabad

Date:30.10.2017

**Form MR-3**  
**SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and  
Remuneration Personnel) Rules, 2014]

**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017**

To  
The Members of  
M/s. Combat Drugs Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Combat Drugs Limited (hereinafter called "the Company").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from 1st April, 2016 and ended 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Combat Drugs Limited ("The Company") for the financial year ended on 31st March, 2017, according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014 ;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder; 47
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment, and External Commercial Borrowings (not applicable during the audit period);



- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - i. The Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - ii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - iii. The Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 1992;
  - iv. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- (vi) Other applicable laws, including the following:
  - (a) Employees State Insurance Act 1948
  - (b) Income-tax Act 1961
  - (c) Drugs and Cosmetics Act, 1940
- 2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) were not applicable to the Company during the audit period:
  - i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - iii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - v. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- 3. We have also examined compliance with the applicable clauses of the following:
  - i. Secretarial Standards issued by The Institute of Company Secretaries of India to the extent applicable under the provisions of Companies Act, 2013 and
  - ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited;

4. We further report that :
- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Companies Act, 2013.
  - (b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation of the meeting.
  - (c) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
5. We further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. We further report that consequent to the acquisition of the controlling stake from the existing promoters of the company by Sri Janakiram Ajaratu an open offer has been made vide Letter of Offer dated 29th July 2017.

Place: Hyderabad,  
Date: 30th October, 2017

For MARTHI & CO,  
Company Secretaries  
Sd/-  
S S MARTHI  
PROPRIETOR  
FCS 1989, CP 1937

## ANNEXURE - E

### Form No. MGT-9 EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

- i. CIN : CL23230TG1986PLC006781  
ii. Registration Date : 17-09-1986  
iii. Name of the Company : COMBAT DRUGS LIMITED  
iv. Category / Sub-Category of the Company : Company Limited by shares and Indian Non-Government Company  
v. Address of the Registered office and contact details As per Last Year annual Return : 9-109/9, Plot No.112, Gayatri Nagar Rd., No.14, Boduppal, R.R.Dist - 500039. TELANGANA. India.  
vi. Whether listed company : Yes  
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any : M/s Venture Capital & Corporate Services Pvt Ltd 12-10-167, Bharat Nagar, Hyderabad-500 018, Telangana.  
Phone: (+91)-4023818475/476  
Fax: +91 40 23868024  
Email Id: Info@Vccipl.Com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S No.	Name and Description of main products / services	NIC Code of the Product/ service	% of Total Turnover of the Company
1	Manufacturing & Trading	21002	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S No.	Name and Description of main products / services	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
	NIL				

**I. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i. Category-wise Share Holding**

S.No.	Category of shareholder	No. of Shares held at beginning of the				No. of Shares held at End of the Year				% change during the year
		Demat	Physical	Total	As a % of total Shares	Demat	Physical	Total	As a % of total Shares	
(A)	<b>PROMOTER &amp; PROMOTER GROUP</b>									
	Indian Promoters: Individuals/HUF's / Bodies Corporate	5294567	550	5295117	66.19%	5295117	0	5295117	66.19%	0.00%
	<b>Total Promoter Shareholding</b>	<b>5294567</b>	<b>550</b>	<b>5295117</b>	<b>66.19%</b>	<b>5295117</b>	<b>0</b>	<b>5295117</b>	<b>66.19%</b>	<b>0.00%</b>
(B)	<b>NON PROMOTER / PUBLIC SHAREHOLDING</b>									
1	<b>Institutions</b>									
a	Financial Institutions/Banks	0	300	300	0.00%	0	300	300	0.00%	0.00%
	<b>Sub Total - B1</b>	<b>0</b>	<b>300</b>	<b>300</b>	<b>0.00%</b>	<b>0</b>	<b>300</b>	<b>300</b>	<b>0.00%</b>	<b>0.00%</b>
2	<b>Non Institutions</b>									
a	Individual ShareHolders holding nominal share capital upto 2Lakh	512372	292051	804423	10.06%	505899	289811	795710	9.95%	-0.11%
b	Individual ShareHolders holding nominal share capital in excess of 2Lakh	712880	887614	1600494	20.01%	728516	952614	1681130	21.01%	1.01%
c	Bodies Corporate	65081	208430	273511	3.42%	69552	143430	212982	2.66%	-0.76%
d	Clearing Member	24555	0	24555	0.31%	13661	0	13661	0.17%	-0.14%
e	Non Resident Individuals	1600	0	1600	0.02%	1100	0	1100	0.01%	-0.01%
	<b>Sub Total - B2</b>	<b>1316488</b>	<b>1388095</b>	<b>2704583</b>	<b>33.81%</b>	<b>1318728</b>	<b>1385855</b>	<b>2704583</b>	<b>33.81%</b>	<b>0.00%</b>
	<b>Total Public Shareholding B = (B1 + B2)</b>	<b>1316488</b>	<b>1388395</b>	<b>2704883</b>	<b>33.81%</b>	<b>1318728</b>	<b>1386155</b>	<b>2704883</b>	<b>33.81%</b>	<b>0.00%</b>
	<b>GRAND TOTAL</b>	<b>6611055</b>	<b>1388945</b>	<b>8000000</b>	<b>100.00%</b>	<b>6613845</b>	<b>1386155</b>	<b>8000000</b>	<b>100.00%</b>	<b>0.00%</b>

**ii. Shareholding of Promoters**

S.No.	Shareholder Name	Holding at beginning of the Year			Holding at End of the Year			% change during the year
		No. of Shares	% of Equity	% pledged	No. of Shares	% of Equity	% pledged	
1	Suchit Mohan Lal	2464289	30.80%	0	2464289	30.80%	0	0.00%
2	Sushant Mohan Lal	2060491	25.76%	0	2060491	25.76%	0	0.00%
3	Anita Mathur	714787	8.93%	0	715337	8.94%	0	0.01%
4	Ruchi Mathur	550	0.01%	0	0	0.00%	0	-0.01%
5	Ankita Mathur	55000	0.69%	0	55000	0.69%	0	0.00%
	<b>Total</b>	<b>5295117</b>	<b>66.19%</b>	<b>0</b>	<b>5295117</b>	<b>66.19%</b>	<b>0</b>	<b>NIL</b>

**iii. Change in Promoters' Shareholding (please specify, if there is no change)**  
There is no Change in Promoter Holding during the Financial year.

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not	-	-	-	-
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
- Addition	-	-	-	-
- Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	Nil	Nil	Nil	Nil

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	MD Suchit Mohan Lal	WTD Sushant Mohan Lal	MAN		4,50,000 2,76,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2.	Stock Option	NIL	--	NIL	--	NIL
3.	Sweat Equity	NIL		NIL		NIL
4.	Commission - as % of profit - others, specify...	NIL		NIL		NIL
5.	Others, please specify	NIL		NIL		NIL
6.	Total (A)	NIL		NIL		7,26,000
	Ceiling as per the Act					

### B. Remuneration to other directors:

Independent Directors • Fee for attending board committee meetings Nil

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	Nil				Nil
	Total (1) Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	Nil				Nil
	Total (2) Total (B)=(1+2) Total Managerial Remuneration Overall Ceiling as per the Act	Nil Nil Nil	Nil	Nil	Nil	Nil Nil

**C. Remuneration to Key Managerial Personnel Other Than MD /Manager / WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
<b>6.</b>	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ /NCLT/ Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding		NIL	NIL	NIL	
<b>B. Directors</b>					
Penalty		NIL	NIL	NIL	
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty		NIL	NIL	NIL	
Punishment					
Compounding					

## **INDEPENDENT AUDITORS' REPORT**

To  
The Members of Combat Drugs Limited

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Combat Drugs Limited("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position;
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv) The company has provided requisite disclosures in its financial statements as to holding as well as dealing in Specified Bank notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer note 22 to the Financial Statements.

**For M. Anandam & Co.,**  
Chartered Accountants  
(Firm Regn.No.000125S)

Sd/-  
**A.V.Sadasiva**  
Partner - M.No.018404

Place: Secunderabad.  
Date: 30th May' 2017.

## **Annexure - A to the Auditors' Report**

The Annexure referred to in our report to the members of the Company for the year ended on 31st March, 2017. We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management in a periodical manner, which in our opinion is reasonable, having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties were held by the Company.
- (ii) The inventories have been physically verified during the year by the management. The discrepancies noticed on verification between the physical stocks and book records were not material.
- (iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3 (iii) (a) to (c) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has no transactions with regard to the provisions of Section 185 and 186 of the Act, with respect to loans, investments, guarantees and securities made.
- (v) The Company has not accepted deposits within the meaning of the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) Maintenance of cost records by the company has not been prescribed by Central Government of India under sub-section (1) of section 148 of the Companies Act, 2013. Accordingly, paragraph 3 (vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, value added tax, wealth tax, service tax, customs duty, excise duty, cess and any other statutory dues as applicable with the appropriate authorities and there were no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable except an amount of Rs. 38979/- due with respect to Professional tax for more than six months.
- (b) According to the information and explanations given to us and records of the Company examined by us, there are no disputes pending against the company as at 31st March, 2017.

- (viii) The Company has not taken any loans or borrowing from a financial institution, banks and Governments. Accordingly, paragraph 3 (viii) of the Order is not applicable.
- ix. The company has not raised moneys by way of initial public offer or further public offer (including debt instruments). The company is not having any term loans, hence the paragraph 3(ix) of the Order is not applicable.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For M. Anandam & Co.,**  
Chartered Accountants  
(Firm Regn.No.000125S)

Sd/-

**A.V.Sadasiva**

Partner - M.No.018404

Place: Secunderabad.

Date: 30th May' 2017.

## **Annexure - B to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of Combat Drugs Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M. Anandam & Co.,**  
Chartered Accountants  
(Firm Regn.No.000125S)

Sd/-

**A.V.Sadasiva**

Partner - M.No.018404

Place: Secunderabad.

Date: 30th May' 2017.

**COMBAT DRUGS LIMITED**  
**Balance Sheet as at March 31, 2017**

(Amount in Rs.)

Particulars	Note	31st Mar, 2017	31st March, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
a) Share capital	2	80,000,000	80,000,000
b) Reserves and Surplus	3	(60,622,735)	(58,778,415)
<b>Non-current Liabilities</b>			
a) Long term borrowings	4	479,223	-
<b>Current Liabilities</b>			
a) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	5	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	5	4,616,705	3,926,561
b) Other current liabilities	6	1,259,409	924,489
<b>TOTAL</b>		<b>25,732,602</b>	<b>26,072,635</b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
a) Property, Plant and Equipment	7	-	-
b) Long term loans and advances	8	22,195,388	22,165,388
<b>Current Assets</b>			
a) Inventories	9	702,251	2,102,394
b) Trade Receivables	10	1,352,403	718,179
c) Cash and Bank balances	11	345,783	27,894
d) Short term loans and advances	12	1,136,777	1,058,780
<b>TOTAL</b>		<b>25,732,602</b>	<b>26,072,635</b>
<b>Significant Accounting policies</b>	1		

The accompanying notes form an integral part of the financial statements  
As per our report of even date

For M. Anandam & Co  
Chartered Accountants  
Sd/-

A V Sadasiva  
Partner

M.No. 018404

Place: Secunderabad

For and on behalf of the Board

Sd/-  
Suchit Mohan Lal  
Managing Director

Sd/-  
Sushant Mohan Lal  
Director

Date: 30.05.2017

**COMBAT DRUGS LIMITED**  
**Statement of Profit & Loss for the year ended March 31, 2017**

Particulars	Note	31st Mar, 2017	31st March, 2016
I. Revenue from operations	13	3,750,340	2,229,879
II. Other income	14	-	54,570
<b>III. Total Revenue (I+II)</b>		<b>3,750,340</b>	<b>2,284,449</b>
<b>IV. Expenses</b>			
Cost of Material Consumed	15	2,643,897	1,131,042
Employee Benefits	16	1,570,158	1,237,500
Other expenditure	17	1,380,605	11,837,740
Depreciation	7	-	856,050
<b>Total Expenses</b>		<b>5,594,660</b>	<b>15,062,332</b>
<b>V. Profit / (Loss) before tax (III-IV)</b>		<b>(1,844,320)</b>	<b>(12,777,883)</b>
<b>Tax expense</b>			
a) Current tax		-	-
b) Deffered tax		-	-
<b>VII. Profit / (Loss) after tax</b>		<b>(1,844,320)</b>	<b>(12,777,883)</b>
<b>VIII. Earnings Per share</b>	19		
- Basic		(0.23)	(1.60)
- Diluted		(0.23)	(1.60)
<b>Significant Accounting policies</b>	1		
<p>The accompanying notes form an integral part of the financial statements</p> <p>As per our report of even date</p> <p>For M. Anandam &amp; Co Chartered Accountants Sd/- A V Sadasiva Partner M.No. 018404 Place: Secunderabad</p> <p style="text-align: center;">For and on behalf of the Board Sd/- Suchit Mohan Lal Managing Director</p> <p style="text-align: right;">Sd/- Sushant Mohan Lal Director</p> <p style="text-align: right;">Date: 30.05.2017</p>			



## **Combat Durgs Limited**

### **NOTE.1: Significant Accounting Policies**

#### **a) Basis of Preparation of financial statements :**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, the Companies (Accounting Standards) Amendment Rules, 2016 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

#### **b) Use of estimates:**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

#### **c) Revenue Recognition :**

Revenue is recognized on accrual basis. Revenue from sale of goods is recognised when the significant risks and rewards are transferred to the customers, usually on delivery of the goods.

#### **d) Property, Plant and Equipment:**

The Property, Plant and Equipment are stated at cost of acquisition and subsequent improvements thereto including taxes duties, freight and other incidental expenses related to acquisition and installation.

#### **e) Depreciation :**

Depreciation is provided on the straight line method and at the useful life and in the manner specified in Schedule II of the Companies Act, 2013. For Assets acquired or disposed off during the year, Depreciation is provided on Prorate basis.

#### **f) Taxes on Income:**

The provision for taxation is based on the assessable profits determined under the Income Tax Act, 1961. Deferred tax is accounted for by computing tax effect of timing differences, which arisen during the year and reverse in subsequent periods.

#### **g) Inventories :**

- i) Inventories are valued at lower of the cost or net realizable value.
- ii) Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of acquisition and estimated costs necessary to make the sale.

#### **h) Earnings per share :**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue and share split, if any. For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares

#### **i) Provisions, Contingent Liabilities and Contingent Assets :**

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Contingent Liabilities are disclosed when the Company has possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

**COMBAT DRUGS LIMITED**

**Note 2: Share Capital**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
<b>Authorized Capital</b>		
80,00,000 Equity Shares of Rs.10/- each (Previous year 80,00,000 Equity Shares of Rs.10/- each)	80,000,000	80,000,000
<b>Issued, subscribed and Paid Up Capital</b>		
80,00,000 Equity Shares of Rs.10/- each (Previous year 80,00,000 Equity Shares of Rs.10/- each)	80,000,000	80,000,000

**2.1 Rights attached to equity shares**

The Company has only one class of equity shares having a face value of Rs.10 /- each. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**2.2 The details of shareholders holding more than 5%**

Name of the shareholder	31st March, 2017		31st March, 2016	
	No. of Shares	% holding	No. of Shares	% holding
Suchit Mohan Lal	2,464,289	30.80	2,464,289	30.80
Sushant Mohan Lal	2,060,491	25.76	2,060,491	25.76
Anitha Mathur	715,337	8.94	714,787	8.93

**2.3 The reconciliation of the number of shares as at 31st March 2017 is set out below :**

Particulars	31st March, 2017	31st March, 2016
Number of shares at the beginning of the year	8,000,000	8,000,000
Add: Shares issued during the year	-	-
<b>Number of shares as at the end of the year</b>	<b>8,000,000</b>	<b>8,000,000</b>

**Note 3: Reserves & Surplus**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
<b>Surplus / (Deficit)</b>		
Opening balance	(58,778,415)	(46,000,532)
Add: Net profit/(loss) transferred from Statement of Profit & Loss	(1,844,320)	(12,777,883)
<b>Closing Balance</b>	<b>(60,622,735)</b>	<b>(58,778,415)</b>

**NOTE 4: Long Term Borrowings**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
<b>Unsecured</b>		
From Directors	479,223	-
<b>TOTAL</b>	<b>479,223</b>	<b>-</b>

**NOTE 5: Trade Payables**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Dues to Micro and Small enterprises	-	-
Others	4,616,705	3,926,561
<b>TOTAL</b>	<b>4,616,705</b>	<b>3,926,561</b>

5.1 As per available information with the Company, there are no dues to micro and small enterprises.

**NOTE 6: Other Current Liabilities**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Statutory Liabilities	88,942	38,979
Expenses payable	570,307	885,510
Advances from customers	600,160	-
<b>TOTAL</b>	<b>1,259,409</b>	<b>924,489</b>

**NOTE 8: Long Term Loans and Advances**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Deposit - Buildings	12,000,000	12,000,000
Deposit - Electricity	139,394	139,394
Deposit - Excise Authorities	15,000	15,000
Deposit - Machinery	10,000,000	10,000,000
Deposit - Rent	30,000	-
Deposit - VAT	3,000	3,000
Deposit - Telephones	7,994	7,994
<b>TOTAL</b>	<b>22,195,388</b>	<b>22,165,388</b>

**NOTE 9: Inventories**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Packing materials	571,557	623,594
Finished formulations	130,694	1,478,800
<b>TOTAL</b>	<b>702,251</b>	<b>2,102,394</b>

**NOTE 10: Trade Receivables**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Unsecured, Considered good		
a) Outstanding for a period exceeding six months	546,367	566,367
b) Others	806,036	151,812
<b>TOTAL</b>	<b>1,352,403</b>	<b>718,179</b>

**NOTE 11: Cash and Bank balances**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
<b>Cash and Cash equivalents</b>		
a) Cash on Hand	3,555	7,175
b) Balances with Banks	342,228	20,727
<b>TOTAL</b>	<b>345,783</b>	<b>27,902</b>

**NOTE 12: Short Term Loans and Advances**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Advances to Staff	100,000	100,000
Advances to Suppliers	223,023	145,023
Centvat Credit available and others	813,754	813,757
<b>TOTAL</b>	<b>1,136,777</b>	<b>1,058,780</b>

**NOTE 13: SALES**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Pharma Sales	3,750,340	2,229,879
<b>TOTAL</b>	<b>3,750,340</b>	<b>2,229,879</b>

**NOTE 14: Other Income**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Scrap Sales	-	54,570
<b>TOTAL</b>	<b>-</b>	<b>54,570</b>

**NOTE 15: Cost of Material Consumed**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Opening stock	2,102,394	5,015,609
Add: Purchases	1,243,754	2,209,919
Less: Closing stock	702,251	2,102,394
Less: Stocks written off	-	3,992,092
<b>TOTAL</b>	<b>2,643,897</b>	<b>1,131,042</b>

COMBAT DRUGS LIMITED

Note - 7: Property, Plant and Equipment

Sl. No.	Name of the Asset	GROSS BLOCK			DEPRECIATION				
		As At 01.04.16	Additions	Deletions/ Adjustments	As At 31.03.17	As On 01.04.16	For the Year	Deletions/ Adjustments	As On 31.03.17
1	Furniture	454,723	-	-	454,723	454,723	-	-	454,723
2	Computers	492,700	-	-	492,700	492,700	-	-	492,700
3	Office Equipment	291,815	-	-	291,815	291,815	-	-	291,815
	<b>Total</b>	<b>1,239,238</b>	<b>-</b>	<b>-</b>	<b>1,239,238</b>	<b>1,239,238</b>	<b>-</b>	<b>-</b>	<b>1,239,238</b>
	<b>Previous Year</b>	<b>52,339,883</b>	<b>-</b>	<b>51,100,645</b>	<b>1,239,238</b>	<b>43,751,159</b>	<b>856,050</b>	<b>43,367,971</b>	<b>1,239,238</b>

**NOTE 16: Employee Benefits**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Directors' Remuneration	726,000	480,000
Salaries to Staff	696,219	738,000
ESI	123,939	-
Staff welfare	24,000	19,500
<b>TOTAL</b>	<b>1,570,158</b>	<b>1,237,500</b>

**NOTE 17: Other Expenditure**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Advertisement Expenses	43,460	42,680
Payment to Auditor (Refer Note 18)	40,250	40,075
Bank & Service Charges	1,199	1,157
Consultancy & Other Charges	142,360	186,577
Conveyance & Vehicle Maintenance	97,216	361,559
Legal expenses	-	12,500
Loss on sale of fixed assets	-	6,165,174
Office Expenses	80,117	57,216
Postage & Telegrams	318,842	298,002
Printing & Stationery	107,108	118,200
Rent	194,000	213,000
Rates & Taxes	299,613	254,636
Repairs & Maintenance	-	5,187
Telephone expenses	31,440	18,199
Travelling - Directors & Others	25,000	71,486
Obsolete stocks written off	-	3,992,092
<b>TOTAL</b>	<b>1,380,605</b>	<b>11,837,740</b>

**NOTE 18: Payment to Auditor**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
a) As Auditor		
For Statutory Audit	40,250	40,075
<b>TOTAL</b>	<b>40,250</b>	<b>40,075</b>

**NOTE 19: Earnings Per Share**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
Profit / (Loss) after tax	(1,844,320)	(12,777,883)
Equity Shares (in Number)	8,000,000	8,000,000
Basic and Diluted Earning Per Share	(0.23)	(1.60)
Face value per share	10	10

**NOTE 20: Related Party Disclosures as per AS 18 read with the Companies Act, 2013****i) Key Managerial Personnel (KMP):**

Suchit Mohan Lal - Managing Director  
Sushanth Mohan Lal - Director

**ii) Non Whole time Directors:**

Vemuri Shilpa  
Bhupendra Lal Waghray

**iii) Relatives of key managerial personnel:**

Anitha Mathur (Spouse of Suchit Mohan Lal)  
Ankitha Mathur (Spouse of Sushanth Mohan Lal)

**iv) Enterprises in which key managerial personnel and/or their relatives have control:**

Ruchi Bio Tech (Sushanth Mohan Lal - Proprietor)

**v) Aggregated Related Party Disclosures:**

(Amount in Rs.)

Nature of Transaction	Key managerial Personnel	Enterprises Controlled by KMP/Relatives of KMP	Total
Remuneration	7,26,000	-	7,26,000
<i>Previous year figures</i>	<i>480,000</i>	<i>-</i>	<i>480,000</i>
Unsecured loans received	479,223	-	479,223
<i>Previous year figures</i>	<i>-</i>	<i>-</i>	<i>-</i>
Purchase of Goods	-	9,40,387	9,40,387
<i>Previous year figures</i>	<i>-</i>	<i>2,107,400</i>	<i>2,107,400</i>

**NOTE 21: Other Disclosures**

Particulars	31st March, 2017	31st March, 2016
Foreign Currency Expenditure	Nil	Nil
Income in Foreign Currency	Nil	Nil
Capital and Other Commitments	Nil	Nil
Contingent Liabilities	Nil	Nil

**Note 22: Disclosure of Specified Bank Notes (SBNs)**

As per MCA notification G.S.R. 308 (E) dated March 31, 2017, the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, are given below.

	SBNs	Other denomination notes	Total	(Amount in Rs.)
<b>Closing cash in hand as on November 8th, 2016</b>	-	60,341	60,341	60,341
(+) Permitted receipts	-	120,000	120,000	120,000
(-) Permitted payments	-	161,995	161,995	161,995
(-) Amount deposited in Banks *	-	-	-	-
<b>Closing cash in hand as on December 30th, 2016</b>	-	18,346	18,346	18,346

\*does not include direct cash deposits by customers

For the purpose of this clause, the term 'Specified bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E), dated the 8th November, 2016

**NOTE 23:** Figures for the previous year are reclassified /regrouped and rearranged wherever necessary.

As per our report of even date

For M. Anandam & Co  
Chartered Accountants

Sd/-

A V Sadasiva

Partner

M.No. 018404

Place: Secunderabad

For and on behalf of the Board  
Sd/-

Suchit Mohan Lal

Managing Director

Sd/-

Sushant Mohan Lal

Director

Date: 30.05.2017

**COMBAT DRUGS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017**

(Amount in Rs.)

Particulars	31st March, 2017	31st March, 2016
<b>Cash Flows from Operating Activities</b>		
Net profit before tax	(1,844,320)	(12,777,883)
<b>Adjustments for :</b>		
Depreciation	-	856,050
Loss on sale of fixed assets	-	6,165,174
<b>Operating profit before working capital changes</b>	<b>(1,844,320)</b>	<b>(5,756,659)</b>
Adjustments for :		
(Increase)/Decrease in Trade and Other Receivables	(634,224)	87,159
(Increase)/Decrease in Inventories	1,400,143	2,913,215
(Increase)/Decrease in Loans and Advances	(107,997)	(69,992)
Increase/(Decrease) in liabilities and Provisions	1,025,064	310,303
Cash generated from operations	(161,334)	(2,515,974)
Taxes Paid	-	-
<b>Net Cash from operating activities</b>	<b>(161,334)</b>	<b>(2,515,974)</b>
<b>Cash flows from Investing Activities</b>		
Proceeds from Sale of Plant and Machinery	-	1,567,500
<b>Net Cash flows from Investing Activities</b>	<b>-</b>	<b>1,567,500</b>
<b>Cash flows from Financing Activities</b>		
Increase/(Decrease) in Long term borrowings	479,223	-
<b>Net Cash flows from Financing Activities</b>	<b>479,223</b>	<b>-</b>
Net Increase in cash and cash equivalents	317,889	(948,474)
Cash and Cash equivalents at the beginning of the year	27,894	976,368
Cash and Cash equivalents at the ending of the year	345,783	27,894

The accompanying notes form an integral part of the financial statements

As per our report of even date

For M. Anandam & Co

Chartered Accountants

Sd/-

A V Sadasiva

Partner

M.No. 018404

Place: Secunderabad

For and on behalf of the Board

Sd/-

Suchit Mohan Lal

Managing Director

Sd/-

Sushant Mohan Lal

Director

Date: 30.05.2017

## COMBAT DRUGS LIMITED

Regd. Off: 9-109/9, Plot No.112, Rd.No.14, Gayatri Nagar,  
Boduppal, R.R.Dist - 500039. TS.

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies vide its circular no. 17/2011 dated April 21, 2011 and 18/ 2011 dated April 29, 2011 after considering certain provisions of the Information Technology Act, 2000, permitted the companies to send the notices / annual reports etc. through email to its members. To support this green initiative of the MCA whole heartedly, members who have not yet registered their email address, are requested to register their e-mail address with the Depository through their concerned Depository Participant and members who hold shares in physical mode are requested to intimate their e-mail address at which they would like to receive the above documents electronically, either to the company or to its Registrar and ShareTransfer Agent. Shareholders are requested to fill the consent form below and send it to the Registrar and Share Transfer Agent, M/s Venture Capital & Corporate Investments Private Limited or to the company.

### CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

(Pursuant to circulars no. 17/2011 dated April 21, 2011 and 18/2011 Dtd April 29, 2011)

To

**M/S Venture Capital & Corporate Services Private Limited**

12-10-167, Bharat Nagar, Hyderabad-500 018, Telangana

Email id: info@vccipl.com

Dear Sir,

I/We shareholder (s) of COMBAT DRUGS LIMITED, agree to receive all notices and documents including the Annual Report, Notice for General Meetings and other Shareholders Communication in electronic mode (through email).

I/We request you to kindly register my / our below mentioned email id in the company's records for sending such communication through email.

Folio No ..... /DP ID No.\*.....Client ID No.\*.....

\*Applicable for members holding shares in electronic form.

Name of the Sole / First Shareholder : \_\_\_\_\_

Name of the Joint Shareholders (if any) : \_\_\_\_\_

No. of Shares held : \_\_\_\_\_

E-mail id for receipt of documents in Electronic mode : \_\_\_\_\_

Date :

Place :

Signature:

(Sole / First Shareholder)

#### Note:

1. Shareholders are requested to inform the Company's Registrar and Share Transfer Agents Venture Capital & Corporate Investments Pvt Ltd, as and when there is change in their registered email-id.
2. For shares held in demat form, shareholders are also requested to inform /update their email-ids to their respective Depository Participants.



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## COMBAT DRUGS LIMITED

Regd. Off: 9-109/9, Plot No.112, Rd.No.14, Gayatri Nagar, Boduppal, R.R.Dist - 500039. TS.

### ATTENDANCE SLIP: 31st ANNUAL GENERAL MEETING on 30th NOVEMBER, 2017

Regd. Folio No.:..... No. of Shares: ..... **MEMBER / PROXY**

DP ID No.:..... Client ID No.: .....

I hereby record my presence at the 31st ANNUAL GENERAL MEETING of the Members of the Company held on 30th November, 2017 at 3.00 P.M at 9-109/9, Plot No.112, Gayatri Nagar, Road No.14, Boduppal, R.R District-500039, Telangana.

Name: ..... Name of Proxy:.....

Sign:..... Sign:.....

Note: 1. Only Members of the Company or their proxies will be allowed to attend the Meeting ON PRODUCTION OF ATTENDANCE SLIP duly completed and signed. 2. Please fill this admission slip and hand it over at the entrance of the hall duly signed. 3. Members are requested to bring their copies of Annual Report with them. 4. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.

### PROXY FORM 31st ANNUAL GENERAL MEETING on 30th NOVEMBER, 2017

Regd. Folio No.:.....No. of Shares: .....DP ID No.:.....Client ID No:....

I/We.....of.....in the District of .....being a Member(s) of the above Company hereby appoint.....resident of .....in the District of .....as my/our Proxy to attend and to vote for me/us on my/our behalf at the 31st Annual General Meeting of the Company to be held on the 30th November, 2017 at 3.00 P.M. at 9-109/9, Plot No.112, Gayatri Nagar, Road No.14, Boduppal, R.R District - 500039, Telangana. and at any adjournment thereof.

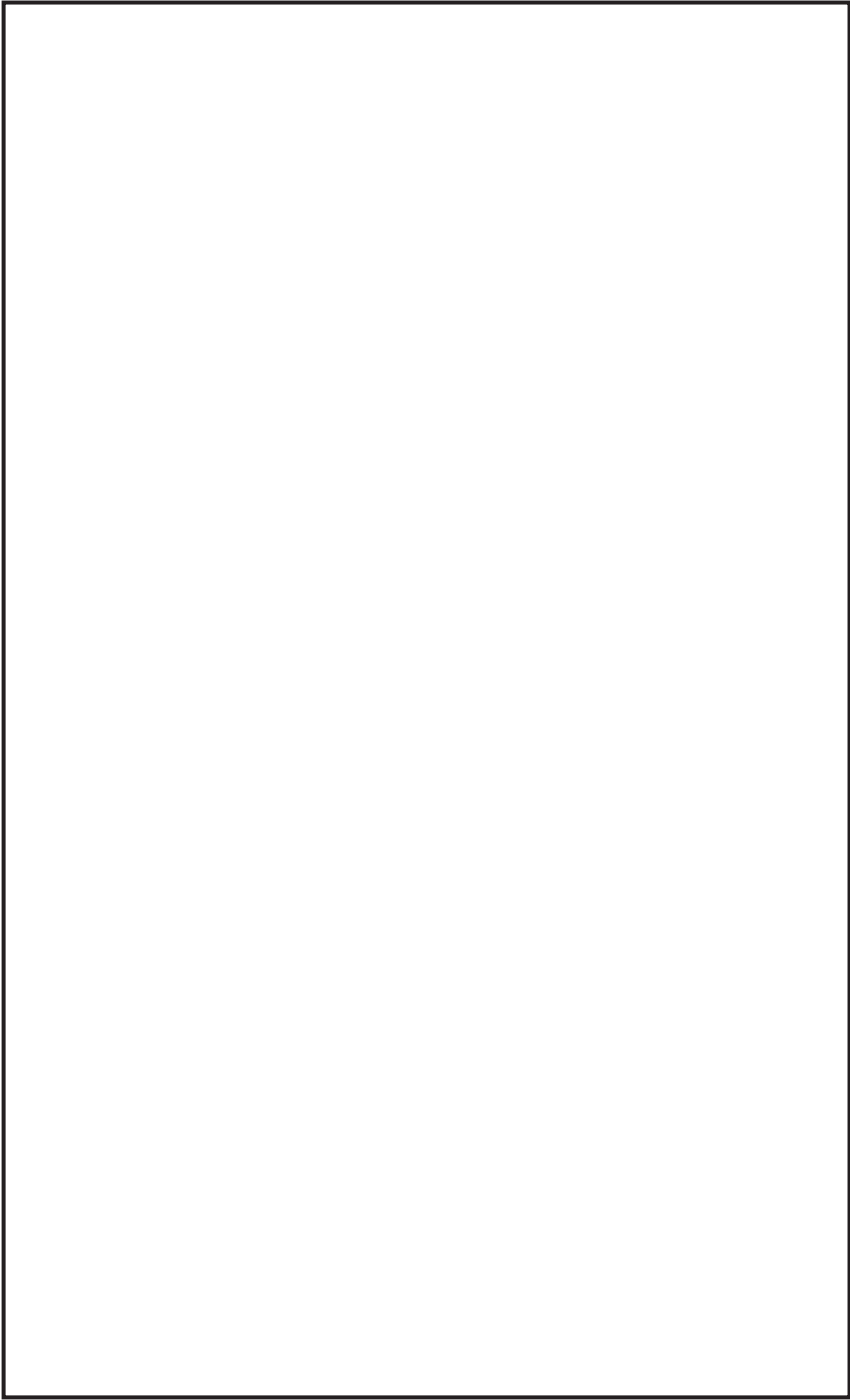
Signed this..... day of .....Two Thousand and Seventeen.

I hereby record my presence at the 31st Annual General Meeting of the Company to be held on the 30th November, 2017 at 3.00 P.M. at 9-109/9, Plot No.112, Gayatri Nagar, Road No.14, Boduppal, R.R District - 500039, Telangana..

Name: ..... Name of Proxy:.....

Sign:..... Sign:.....

Note: 1. This Proxy Form duly completed should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the time fixed for holding the meeting. 2. Only Members of the Company or their proxies will be allowed to attend the Meeting ON PRODUCTION OF ATTENDANCE SLIP duly completed and signed. 3. Please fill this admission slip and hand it over at the entrance of the hall duly signed. 4. Members are requested to bring their copies of Annual Report with them. 5. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting.



## POLLING PAPER

[Pursuant to Section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (C) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	: COMBAT DRUGS LIMITED 31st AGM: 30.10.17
CIN	: CL23230TG1986PLC006781
Registered Office	: 9-109/9, Plot No.112, Rd.No.14, Gayatri Nagar, Boduppal, R.R.Dist - 500039. TS. Telephone: 040-65523363 / 66200100
Website	: www.combatdrugs.in

## BALLOT PAPER

No.	Particulars	Details
1.	Name of the First Named Shareholder (In BLOCK letters)	
2.	Postal address	
3.	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by recording my assent or dissent to the said resolution in the following manner:

Signature

Sr. No.	ITEM NO.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	<p><b>ORDINARY BUSINESS</b></p> <p><b>ADOPTION OF AUDITED ACCOUNTS AND REPORTS</b></p> <p>To receive, consider and adopt the Balance Sheet as at 31st March, 2017, the Profit and Loss Account for the year ended as on that date, Directors' Report and Auditors' Report thereon.</p>			
2.	<p><b>APPOINTMENT OF AUDITORS</b></p> <p>To consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution:</p> <p>“ RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Anandam &amp; Company, Chartered Accountants, be and are hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors.”</p>			
3.	<p><b>APPOINTMENT OF SRI SUSHANT MOHANLAL AS DIRECTOR OF THE COMPANY</b></p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:</p> <p>“RESOLVED THAT pursuant to provisions of Sections 160, 161, 196, 197 and 203 read with Schedule V and other applicable provisions, if</p>			

Sr. No.	ITEM NO.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	<p>any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, and subject to such permissions, consents, and approvals from various other authorities, as may be necessary, and subject to such modifications, variations, conditions as may be imposed by them while granting their approved permissions, consents and approvals the approval of the shareholders of the Company be and is hereby accorded for the appointment of Sri Sushant Mohanlal as Director of the Company, not liable to retire by rotation, for a period of Two years with effect from 30th November, 2017 and payment of remuneration for the aforesaid period on the following terms and conditions, as approved by the Nomination &amp; Remuneration Committee in its meeting held on October 16, 2017.</p> <p>1. BASIC: Rs.75,000/- per month</p> <p>2. PERQUISITES: In addition to the salary as stated above Sri Sushant Mohanlal shall be entitled to the following perquisites</p> <p>i) Contributions by the Company to Provident Fund as per the rules of the Company.</p> <p>ii) Annual Leave travel concessions for self and family</p> <p>iii) Other Perks as deemed fit by the Board from time to time</p> <p>RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Director shall be paid salary, perquisites and other</p>			

Sr. No.	ITEM NO.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
4.	<p>allowances as set out herein above and the Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time.</p> <p>RESOLVED FURTHER THAT any Director of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”</p> <p><b>APPOINTMENT OF ADDITIONAL DIRECTOR</b></p> <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>“ RESOLVED THAT Mr. VASUDEV KOMARAJU, DIN:07233691 who was appointed as an Additional Director with effect from October 30th, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 as recommended by the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company liable to retire by rotation.”</p>			
5	<p><b>APPOINTMENT OF INDEPENDENT DIRECTOR</b></p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:</p>			

Sr. No.	ITEM NO.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
6	<p>“RESOLVED THAT pursuant to the provisions of Section 149, 150 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(s) thereof, for the time being in force), Sri Ragu Raghuram having Director Identification Number 03567941 who was appointed as an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Sri Ragu as a candidate for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company till the next Annual General Meeting of the company. ”</p> <p><b>CHANGE OF NAME OF THE COMPANY</b></p> <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, relevant rules made there under and other applicable enactments, as amended from time to time and subject to the approval of the Central Government, the Members of the Company hereby accord their approval for changing the name of the Company from ‘ Combat Drugs Limited ’ to “ AAR Labs Limited ” or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.</p>			



Sr. No.	ITEM NO.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
7	<p>RESOLVED FURTHER THAT upon the change of name of the Company becoming effective, the name ' Combat Drugs Limited ' wherever it occurs in the Memorandum and Articles of Association be substituted by the name ' AAR Labs Limited ' or any other name as may be approved by the Registrar of Companies, Andhra Pradesh and Telangana.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to make necessary application(s) with the Central Government / Registrar of Companies, Andhra Pradesh and Telangana for seeking their approval to change the name of the Company and to do all such acts, deeds and things as may be deemed expedient and necessary in their absolute discretion to give effect to this Resolution in the best interests of the Company.”</p> <p><b>INCREASE OF AUTHORISED SHARE CAPITAL</b></p> <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to provision of Section 61(1)(a) of the Companies Act, 2013, and any other applicable provisions and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 8,00,00,000/- (Rupees Eight Crores only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- each to Rs. 10,10,00,000/-(Rupees Ten Crores Ten Lakhs only) divided into</p>			

Sr. No.	ITEM NO.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
V.	<p>1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- each.</p> <p>RESOLVED FURTHER THAT the Clause No. V of Memorandum of Association of the Company be altered as below:</p> <p><b>Clause V:</b></p> <p>The Authorised Share Capital of the Company is Rs.10,10,00,000/- (Rupees Ten Crore Ten Lakhs Only) divided into 1,01,00,000 Equity Shares of Rs.10/- (Rupees Ten Only) each, each with powers to increase or reduce or vary the capital of the Company and/or the nominal value of the shares and power to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may, for the time being, be provided by the Articles of Association of the Company subject to the provisions of the law for the time being in force.”</p> <p>FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded pursuant to provisions of Section 14 of the Companies Act, 2013 to alter the existing article 3 of Articles of Association of the Company by substituting the following as mentioned here under:</p> <p>“The authorized share capital of the company shall be such amount as may from time to time be authorized as per clause V of the Memorandum and the securities shall carry the rights, privileges and conditions</p>			

Sr. No.	ITEM NO.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
8	<p>attached thereto as per the relevant provisions contained in that behalf in these presents and with power to the Company to increase or reduce the capital and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by these Articles of Association of the Company”</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take necessary steps for the purpose of making e-filings for registration of the amendment to the Memorandum of Association with Registrar of Companies and to do all such, deeds as may be required to give effect to the aforesaid resolution.”</p> <p><b>TO APPROVE RELATED PARTY TRANSACTIONS</b></p> <p>To Consider and if thought fit, to pass the following Resolution as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or reenactment thereof), consent of the members of the company be and is hereby accorded for entering</p>			

Sr. No.	ITEM NO.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
9	<p>into any Related Party Transactions with the Directors, Key Managerial Person/s, Senior Management and Associates upto an amount of Rs.20,00,00,000/- (Rupees twenty Crores Only).</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”</p> <p><b>RECLASSIFICATION OF PROMOTERS</b></p> <p>To Notify the Change in Promoters &amp; Key Managerial Persons of the Company. To consider and if thought fit, to pass the following resolution as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to Regulation 31 A and other relevant provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and applicable provisions if any of the Companies Act, 2013 and in accordance with the Share Purchase Agreement dated 20th April, 2017 executed between the Mr. Janaki Ram Ajarapu (Acquirer) and Promoter Sellers (Mr. Suchit Mohan Lal, Mr. Sushant Mohan Lal, Mrs. Anita Mathur and Mrs. Ankitha Mathur), the approval of the Members be and is hereby accorded for the reclassification of the existing promoters i.e the Promoter Sellers as the Public Shareholders and the Acquirer as the new Promoters of the Company with effect from this Annual General Meeting.”</p> <p>RESOLVED THAT for the purpose of giving effect to the above resolution, the Board of Directors of</p>			

Sr. No.	ITEM NO.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	<p>the Company be and are hereby singly / jointly / severally authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company. “</p> <p>Place:</p> <p>Date:</p> <p>(Signature of the Shareholder)</p>			

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