

29th ANNUAL REPORT

2014 - 2015



COMBAT DRUGS LIMITED

Formulating a Bright Future...

29th ANNUAL GENERAL MEETING

Date : 30-09-2015

Day : Wednesday

Time : 11.30 AM

Venue : Plot No. 112, Gayatri Nagar,
Road No.14, Boduppall,
R.R.District - 500039. Telengana, INDIA

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No Gifts will be distributed at the meeting.

COMBAT DRUGS LIMITED CIN NO: CL23230TG1986PLC006781

BOARD OF DIRECTORS

Sri SUCHIT MOHAN LAL

Managing Director

Shri SUSHANT MOHAN LAL

Director

Shri B.N. GNANA PRAKASH

Chairman & Independent Director

Smt VEMURI SHILPA

Independent Woman Director

Auditors:

Anandam & Company

Chartered Accountants

Secunderabad.

TELANGANA, India

Registered Office:

1-1-490, Plot No.63

Road No.4, Mohan Nagar,

R.R.District-500 035

TELANGANA, India

Bankers

Karnataka Bank Limited

RaJ Bhavan Road.

HYDERABAD

TELANGANA, India

Corporate Office:

201,Moghal Emami Mansion,

Khairtabad,

Hyderabad-500 004

TELANGANA, India

AP Mahesh Co-operative Bank Ltd

M.G.Road

Secunderabad.

TELANGANA, India

Legal Advisors:

N. Rajeshkar Reddy

Advocates

Flat No. 204, 2nd Floor

HilinePratap Apartments

Kachiguda 'X' Road, Hyderabad

REGISTRARS & TRANSFER AGENTS

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

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the members of Combat Drugs Limited will be held on Wednesday, **the 30th day of September, 2015 at 11:30 A.M.** at Plot No. 112, Gayatri Nagar, Road No.14, Boduppal, 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, 2015, the Profit and Loss Account for the year ended as on that date, Directors' Report and Auditors' Report thereon.

2. RE-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Sri Sushant Mohan Lal who retires by rotation and being eligible offers himself for reappointment.

3. APPOINTMENT OF AUDITORS

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

"RESOLVED THAT 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 next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS

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

" **RESOLVED THAT** Ms. Vemuri Shilpa, **who** was appointed as an Women Independent Director of the Company 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 of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

“RESOLVED THAT pursuant to Sections 197, 198, and Schedule V and other applicable provisions of the Companies Act, 2013 Sri Suchit Mohan Lal be and is hereby reappointed as the Managing Director of the Company for a Period of FIVE years with effect from 1st October 2014 on the following terms and conditions :

REMUNERATION

- i) Salary of Rs. 75,000/- p.m.
- ii) Annual leave travel concessions for self and family.
- iii) Benefits of contribution to Provident Fund, Gratuity, encashment of earned leave at the end of the tenure as per the rules of the Company.
- iv) Sri Suchit Mohan Lal will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof.

“RESOLVED FURTHER that the above remuneration be paid to Sri Suchit Mohan Lal, Managing Director, in the event of absence or inadequacy of profits of the company.”

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

“RESOLVED THAT the consent of the company pursuant to provisions of Section 179 and 180 of the Companies Act, 2013, be and is hereby accorded to the Board of Directors to sell, transfer and assign Plant And Machinery to any party identified by the Board of Directors of the company on the terms and conditions and stipulations as may be agreed between the Board of Directors of the company.

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized and empowered to enter into sign, seal, execute and deliver such agreements, assignments, conveyances, contracts, deeds, writings and other instruments and to do all such acts, deeds, and things in the name and on behalf of the company as the Board may consider expedient, usual, necessary or proper for the said sale and effectuating the transfer of the said land, buildings and structures of the Company. “

7. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**: To approve Related Party Transactions

“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 Persons and Senior Management upto an amount of Rs. 5,00,00,000/- (Rupees Five 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.”

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

Place: Hyderabad
Date: 29.08.2015

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.
2. Register of members and share transfer books of the company will remain closed from 24/09/2015 to 30/09/2015 (both days inclusive).
3. Members/Proxies should bring the attendance slips duly filled in and signed for attending the meeting.
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 29th 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 29th 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 29th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website 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 Clause – 35B of 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 29th 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. 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.

STEPS FOR E-VOTING

E-Voting Process:

I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Clause 35 B of the Listing Agreement, the Company is pleased to offer E-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 29th Annual General Meeting to be held on Wednesday, the 30th September, 2015 at 11.30 p.m. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the E-voting facility. The E-voting facility is available at the link <https://www.evoting.nsdl.com>

The E-voting Event Number and period of E-voting are set out below / at the bottom of the Attendance Slip for the AGM:

EVEN (E-VOTING-EVENT NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
102759	26/09/2015	29/09/2015

The instructions for 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 Participant(s)]:
 - i. Open email and open PDF file viz; Combat Drugs e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for E-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Type user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. 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.

- vi. Home page of E-voting opens. Click on e-voting: Active Voting Cycles.
 - vii. Select 'EVEN' of The Combat Drugs Limited.
 - viii. Now you are ready for E-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on 'submit' and also 'confirm' when prompted.
 - x. Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional Members (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 authorised signatory (ies) who are authorised to vote, to the Scrutinizer through Email 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 Participant(s) or requesting physical copy]:
- i. Initial password is provided below / at the bottom of the Attendance Slip for the AGM:
 - ii. Please follow all steps [from Sl.No.(ii) to (xii)] as mentioned above, to cast your vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads Section of <https://www.evoting.nsdl.com> or contact NSDL at the following telephone number: +91 22 2499 4600.
- III. If you are already registered with NSDL for E-voting, then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and Email ID in the user profile details of the folio which may be used for sending future communication(s).
- V. The E-voting period commences on September 26, 2015 (9.00 a.m.) and ends on September 29, 2015 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialised