

33rd ANNUAL REPORT 2018 - 2019



COMBAT DRUGS LIMITED

**Regd Office: 4th Floor, Plot No. 94, Sagar Society,
Road No. 2, Banjara Hills, Hyderabad,
Telangana-500034. India.
Email: info@combatdrugs.in URL: www.combatdrugs.in**

33rd ANNUAL GENERAL MEETING

Date : 09-12-2019

Day : MONDAY

Time : 11.00 AM

Venue : 1st Floor, Conference Hall,
Goodlands Banquet, Opp. CCMB
Habsiguda X Roads,
Hyderabad-500 007. T.S., INDIA

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No Gifts will be distributed at the meeting.

COMBAT DRUGS LIMITED

CIN NO: CL23230TG1986PLC006781

BOARD OF DIRECTORS

Mr. Vasudev Kommaraju	Director
Mr. Sushant Mohan Lal	Director
Mrs. Vemuri Shilpa	Independent Director
Mr. Ragu Raghuram	Independent Director

Registered/ Corporate Office:

Plot No. 94, 4th Floor, Road No. 2,
Sagar Society, Banjara Hills,
Hyderabad ,500034. TS
Website:www.combatdrugs.in
Phone: 040-48536100

Works:

9-109/9, Plot No.112, Rd.No.14,
Gayatri Nagar, Boduppal,
Hyderabad, 500039. TS
E-mail: Info@combatdrugs.in

Compliance Officer:

Chief Financial Office:

Mr. Kumar Raghavan

Mrs. Sonam Jalan

Bankers

Axis Bank Ltd,
Banjara Hills Branch,
Hyderabad, TS, India.

Karnataka Bank Ltd
Raj Bhavan Road Branch,
Hyderabad, TS, India

Auditors

M. Anandam & Co.
Chartered Accountants
Secunderabad, TS. India

Legal Advisor

N.Rajeshekar Reddy, Advocates
Chitra Layout, L.B, Nagar,
Karnataka Bank Limited
Hyderabad, TS, India.

REGISTRARS & TRANSFER AGENTS

**M/s VENTURE CAPITAL & CORPORATE SERVICES PRIVATE LIM-
ITED**

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 Third Annual General Meeting of the members of Combat Drugs Limited will be held on Monday, the 9th day of December, 2019 at 11.00 A.M. at 1st Floor, Conference Hall, Goodlands Banquets, Opp. CCMB, Habsiguda X Roads, Hyderabad-500007. Telangana INDIA to transact the following items of business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Standalone and Consolidated Financial Statements

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 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 M. 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:

Item No. 3 - RE-APPOINTMENT OF Mr. RAGU RAGHURAM AS 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 / non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company

Item No. 4 - RE-APPOINTMENT OF MRS.VEMURI SHILPA AS AN 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), Mrs. Vemuri Shilpa having Director Identification Number 07140155 who was appointed as an Independent / non-executive Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company.

Item No. 5 - RE-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, for a period of One year

and payment of remuneration for the aforesaid period on the following terms and conditions, as approved by the Nomination & Remuneration Committee.

1. BASIC: Rs.1,00,000/- 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.”

Item No. 6 - Approval for change of name of the Company and consequent amendment to Memorandum of Association and Articles of Association and other documents 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 the provisions of Section 4,5,13,14 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered by the Company with BSE Limited (the “Stock Exchange”) and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock Exchange(s)/appropriate regulatory and statutory

authorities/ departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Combat Drugs Limited” to “Decipher Labs Limited” or any other name as approved by the Registrar of Companies.

RESOLVED FURTHER THAT the name “ Combat Drugs Limited” wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name “Decipher Labs Limited.”

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to sign and file all the necessary e-forms and other documents with any statutory authorities and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.”

Item No. 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. 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs only) divided into 1,05,00,000 (One Crore Five 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.10,50,00,000/- (Rupees Ten Crore Fifty Lakhs Only) divided into 1,05,00,000 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.”

Item No. 8. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS (SWAP) FOR ACQUISITION OF DECIPHER SOFTWARE SOLUTIONS LLC.

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

“RESOLVED THAT in terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company,

SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Listing Agreement entered into by the Company with the Stock Exchange where the Company's Shares are listed and in accordance with the provisions of the SEBI (Issue of Capital and Disclosures Requirements), Regulations 2018 as amended ("the ICDR Regulations), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (the "SAST Regulations"), as may be applicable to the preferential issue of Equity Shares and other applicable regulations of SEBI, if any, (including any statutory modification(s) or re-enactments thereof for the time being in force), Foreign Exchange Management Act, 2000 and rules and regulations as may be prescribed by the RBI and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) such consents and approvals of SEBI, Stock Exchanges, ROC, RBI, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board, the consent of the members of the company be and is hereby accorded to the Board to offer, issue, and allot in one or more tranches up to 21,00,000 (Twenty One Lakh) Equity Shares of Rs. 10/- each at a price of Rs. 40/- (including a premium of Rs. Thirty Only) per Equity Share or price as on relevant date whichever is higher to the persons as mentioned in the explanatory statement determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009, SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) and subsequent amendments thereof, towards consideration for acquisition of 100% stake in DECIPHER SOFTWARE SOLUTIONS LLC through swapping after valuation done by Merchant Banker/ Valuer".

"RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted is in accordance with the SEBI's Preferential Issue Guidelines. However, the issue price shall in no case be less than the price determined as per the Preferential Issue Regulations as provided in Chapter VII of SEBI (ICDR) Regulations, 2009."

"RESOLVED FURTHER THAT the "Relevant Date", SEBI (ICDR) Regulations would be 8th November, 2019, as 9th November, 2019 the

date 30 days prior to the date of this AGM is a weekend day and hence 8th November, 2019 being the day preceding the weekend day, shall be considered as the Relevant Date for the purpose of abovementioned issue of Equity Shares.”

“RESOLVED FURTHER THAT the new Equity Shares issued shall rank pari- passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.”

“RESOLVED FURTHER THAT the allottees will swap their proposed Equity Shares stake in DECIPHER SOFTWARE SOLUTIONS LLC to the company as the consideration for preferential issue.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify the price, alter any of the terms and conditions of the issue, if necessary, keeping in view the provisions of various Acts, Rules and Regulations in force from time to time.”

“RESOLVED FURTHER THAT the Company do apply for In-Principle Approval, Prior to Issue and Allotment of Equity Shares, and apply for listing of the new Equity Shares on the Stock Exchange and thereby comply with the applicable regulations.”

“RESOLVED FURTHER THAT the Company does make an application to the Depositories for admission of the new Equity Shares.”

“RESOLVED FURTHER THAT the Securities shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee