



Combat Drugs Limited

Regd. Off: 4th Floor, Plot No. 94,
Sagar Society, Road No.2,
Banjara Hills, Hyderabad – 500 034
D.L.No.TG/15/04/2016-14766 /14767

Works: 9-109/9, Plot No.112,
Road No. 14, Gayatri Nagar,
Bouduppal, Hyd - 500039, T.S
CIN No.L24230TG1986PLC006781

Ph: (+91)-40-48536100
Url: www.combatdrugs.in
Email: info@combatdrugs.in
GST: 36AAACC8372L1ZB

04/11/2019

To,
The General Manager
Department of Corporate Services - CRD
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

Dear Sir,

Ref: Our Notice of Board Meeting dated 22nd October, 2019 & 28th October, 2019
Sub: Outcome of Board Meeting

With reference to the captioned subject and further to our Board meeting intimation sent to your office on 22nd October, 2019 and 28th October, 2019, we wish to inform you that the Board of Directors at their just concluded meeting, approved the following:

1. The 33rd Annual General Meeting of the Company for the year 2018-2019 will be held on 09th December, 2019.
2. Approved the Notice, Directors Report and Annexures thereof for the 33rd Annual General Meeting ("AGM") of the Company.
3. The Share transfer Books and the Register of Members for the ensuing AGM will be closed from 30th November, 2019 to 9th December, 2019, both days inclusive.
4. Approved the acquisition of the target company and the further issue and allotment (of upto 21,00,000 Equity shares of Rs.10/- each at a premium of Rs.30/- each (i.e; at Rs.40/- including premium) for consideration other than cash, on Preferential basis (vide swap of shares) as per SEBI (ICDR) Regulations, 2018 or at a price determined as per the SEBI Preferential Issue Guidelines as on relevant date, whichever is higher, subject to Shareholder approval and any other applicable rules / regulations / guidelines, if any, prescribed by any other regulatory or statutory authorities to the Shareholders of the target company. The disclosure for the proposed acquisition through swap of shares is annexed as **Annexure A.**
5. Approved the full Disinvestment of the Fully Owned Subsidiary of the company in Singapore ie RA Labs Pte Ltd by sale of entire Equity Shares held by the company, at cost, subject to shareholder approval and other statutory approvals, as applicable, if any. The disclosure for the proposed Disposal is annexed as **Annexure B.**
6. Approved the increase of Authorised Capital of the company from Rs.8,00,00,000/- (Eight Crores) to Rs.10,50,00,000 (Ten Crores Fifty Lakhs) in view of the further issue of Equity Shares consequent to the acquisition of the target company.

Cont..2



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7. Approved the change of Name of the Company to Decipher Labs Limited and ancillary items arising out of change of name thereof subject to Shareholder approval and other Statutory approvals, if any.

Further, with reference to the point no 4 and 5 above and pursuant to Regulation 30(2), Para A of Part A of Schedule III of the SEBI(LODR) Regulations, 2015.

The details as required under Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Part A of Schedule III of aforesaid regulations read with Clause 1.1 of Annexure I of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is mentioned in Annexure A for point no 4 and Annexure B for point no 5 to this letter.

This is for your information and necessary records.

Thanking You,
Yours Sincerely,
For **COMBAT DRUGS LIMITED**

Kumar Raghavan
COMPANY SECRETARY & COMPLIANCE OFFICER





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Annexure A

Acquisition details

1. Name of the target entity, details in brief such as size, turnover etc.;	Name: Decipher Software Solutions LLC (“DSSLLC”). (Target Company) Turnover: Jan-Dec 2018 Sales: 118,64,721.31 USD Profit After Tax: 3,56,966.988 USD
2. Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	No, the acquisition would not fall under related party transaction. The acquisition of shares is being done on an arm's length basis.
3. Industry to which the entity being acquired belongs	Software and Information technology.
4. Objects and effects of acquisition	The acquisition of DSSLLC will help in the expansion of Business and to further strengthen the position of the Company.
5. brief details of any governmental or regulatory approvals required for the acquisition;	Acquisition of DSSLLC requires approval from RBI , Stock exchange, shareholders and regulatory approvals if any.
6. Indicative time period for completion of the acquisition;	The acquisition of 100% Equity share capital will be completed on the receipt of the above approvals.
7. nature of consideration - whether cash consideration or share swap and details of the same;	Swap of shares.
8. cost of acquisition or the price at which the shares are acquired;	The pricing would be more than or equal to the pricing guidelines as per SEBI (ICDR) Regulations, 2018
9. percentage of shareholding / control acquired and / or number of shares acquired;	With these acquisitions, our company would acquire 100 % equity stake in DSSLLC .
10. brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	1. Brief background about the entity acquired in terms of products/line of business acquired: Decipher Software Solutions, LLC is an Information Technology services firm specializing in ERP Implementation, Mobile & Cloud solutions, Product Development and Offshore Services. 2. Date of incorporation: 01.01.2014 3. Country of Incorporation: USA Turnover: Jan-Dec 2018 Sales: 118,64,721.31 USD Profit After Tax : 3,56,966.988 USD



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Annexure B

Sale or Disposal details

1. name of the Disposal entity,	1. Name: RA Labs Pte Ltd
2. the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year;	2018-19 Amount of Revenue: 1322 SGD % of contribution to turnover: Less than 0.1% Loss : 5054 SGD
3. date on which the agreement for sale has been entered into	The agreement for sale or any other definitive sale document shall be in a manner advised by tax and legal advisors and would be entered post receipt of shareholders, and other statutory approvals
4. the expected date of completion of sale/disposal;	The date of completion of sale/ disposal would depend upon receipt of relevant approvals, if any, and completion of any condition's precedent.
5. consideration received from such sale/disposal;	Consideration for the proposed transfer/ sale would be overall SGD 7122.
6. whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Yes, the transaction will fall under the related party transaction and is done on Arm's Length .
7. nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration