**REGD OFFICE: VILLAGE SAINI MAJRA.** NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP)

CIN: U00304HP2005PTC029451 EMAIL ID: biodeal@rediffmail.com

### **NOTICE**

NOTICE is hereby given that the 12<sup>th</sup> Annual General Meeting of the Company will be held on FRIDAY, the 29<sup>TH</sup> DAY OF SEPTEMBER, 2017 at 11.00 A.M. at the Regd. Office of the Company to transact the following business:

### ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date, together with the Auditors' and Directors' Reports thereon.
- 2) To appoint and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 or any other applicable provision of the Companies Act 2013, M/s JOSHI VISHAL & ASSOCIATES, CHARTERED ACCOUNTANTS, CHANDIGARH who were appointed as the auditors of the Company, to hold office till the Annual General Meeting to be held for the Financial Year 2018-19 subject to ratification every year, be and is hereby ratified for the financial year 2017-18 at a remuneration decided by the Company and said Auditor."

> By Order of the Board of Directors **BIODEAL PHARMACEUTICALS PRIVATE LIMITED**

**PLACE: CHANDIGARH** 

DATE: 21.08.2017

Query an Kumos DIRECTOR DIN: 05203788 **POCKET A-8 HOUSE NO 102** 1ST FLOOR KALKAJI EXTENSION **NEW DELHI, 110019** 

REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP) CIN: U00304HP2005PTC029451

EMAIL ID: biodeal@rediffmail.com

#### **NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2. THE INSTRUMENT APPOINTING PROXY MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS PRIOR THE TIME OF THE MEETING.
- 3. MEMBERS/ PROXIES SHOULD BRING THE ATTENDANCE FORMS DULY FILLED IN FOR ATTENDING THE MEETING.
- 4. MEMBERS ARE REQUESTED TO KINDLY BRING THEIR COPIES OF ANNUAL REPORT TO THE MEETING.



REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SQLAN (HP)

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### **ATTENDANCE SLIP** I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 12 <sup>th</sup> Annual General on FRIDAY, THE 29 <sup>TH</sup> DAY OF SEPTEMBER, 2017 at 1	
Company	
	Georgan Kuman
Full Name of the Member	Signature
(IN BLOCK LETTERS)	
Folio No/ Client-ID	1
No. of Shares held	lingh
Full Name of the Proxy	Signature
(IN BLOCK LETTERS)	

NOTE: Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP) CIN: U00304HP2005PTC029451

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# PROXY FORM (Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Em	ail Ide		
Fol	io No./ DP Id and Client ID:		
/we h	peing the member(s) of the	above named Company hereby appoin	
/ WC L	reing the member(s) of the a	nove named Company nereby appoin	t .
1.	Name:	Email Id:	
	Address:		
	or failing him/her		
2.	Name:	Email Id:	
	Address:		
		C:	
	an failing bing the		
_	or failing him/her		
3.			
	Address:		

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company to be held on FRIDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2017 at 11.00 A.M. at the Regd. Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

a

REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP)

CIN: U00304HP2005PTC029451

EMAIL ID: biodeal@rediffmail.com

Resolution No.	Description	For*	Against*
1.	To consider and adopt Audited Financial Statements, Reports of the Auditors and Directors thereon		
2.	Re-appointment of Auditors and fixing of their remuneration	-	

Signed thisday ofday of	2017
Signature	Re. 1/- Revenue Stamp

## NOTES:

- 1. \*Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 3. A Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.
- 4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

02

REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP)

CIN: U00304HP2005PTC029451

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#### **BOARD REPORT**

To,

The Members,

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the Financial Year ended **March 31, 2017**.

## 1. Financial summary or highlights/Performance of the Company (Standalone)

FINANCIAL RESULTS	CURRENT YEAR	PREVIOUS YEAR
INCOME	295605582	216666911
EXPENDITURE	281600329	201582491
PROFIT (LOSS) BEFORE TAX	14005253	15084420
PROFIT (LOSS) AFTER TAX	9672426	14770176

### 2. Dividend

The Company has not declared any Dividend during the year.

#### 3. Reserves

PARTICULARS	2015-2016 (Amount in Rs.)	2016-17 (Amount in Rs.)
GENERAL RESERVE	•	Non
As Per Last Balance Sheet	(106716209)	(12970768)
Add/Less: Deferred Tax Liability/Asset	78975265	0.00
Add: Transferred from Profit & Loss A/c	14770176	9672426.00
BALANCE AT THE END OF THE YEAR (A)	(12970768.00)	(3298342.00)
PROFIT AND LOSS A/c		
As Per Last Balance Sheet	0	0
	GENERAL RESERVE  As Per Last Balance Sheet  Add/Less: Deferred Tax Liability/Asset  Add: Transferred from Profit & Loss A/c  BALANCE AT THE END OF THE YEAR (A)  PROFIT AND LOSS A/c	GENERAL RESERVE  As Per Last Balance Sheet (106716209)  Add/Less: Deferred Tax 78975265  Liability/Asset  Add: Transferred from Profit & 14770176  Loss A/c  BALANCE AT THE END OF THE YEAR (A)  PROFIT AND LOSS A/c

REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP)

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Total (A+B)		(12970768)	(3298342)
BALA YEAR	NCE AT THE END OF THE (B)	0	0
	Appropriation transferred neral Reserve	14770176	9672426
Add:	Profit (Loss) for the year	14770176	9672426

4. Brief description of the Company's working during the year/State of Company's affair

During the year the income of the Company was under:

PARTICULARS	CURRENT YEAR(2017)	PREVIOUS YEAR(2016)
Revenue From The Operation	292468363	216176675
Other Income	3137219	490236
TOTAL	295605582	216666911

### STATE OF COMPANY'S AFFAIR

PARTICULARS	CURRENT YEAR(2017)	PREVIOUS YEAR(2016)
Shareholders fund:		· METIOUS TEAM(2010)
A)Share Capital	250000000	250000000
B)Reserves And Surplus	(3298342)	(12970768)
Non-current liabilities	108799266	103056082
Current liabilities	120950820	104352662
TOTAL	476451744	444437976
NONCURRENT ASSETS	318083194	303414902
CURRENT ASSETS	158368550	141023074
TOTAL	476451744	444437976



REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP)

CIN: U00304HP2005PTC029451

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5. Change in the nature of business, if any

During the period under review there was no change in the nature of business of the company

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

Nil

7. 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

NA

8. Details of Subsidiary/Joint Ventures/Associate Companies

NIL

9. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

NIL

#### 10. Deposits

The Company has not invited or accepted any deposits within the meaning of section 73 of the Companies Act, 2013 during the year under review. However, the Company has accepted unsecured loans from the following Members which are outstanding but the Members have ceased w.e.f 07.04.2016 as the Member of the Company.

- i) CHANDRAKANT P. PATEL Rs. 7,31,236
- ii) DEEPAK BHAI P. PATEL Rs. 7,65,895
- iii) NITIN BHAI P. PATEL Rs. 8,74,730
- iv) POPAT BHAI N. PATEL Rs. 10,79,569

### 11. Statutory Auditors

JOSHI VISHAL & ASSOCIATES CHARTERED ACCOUNTANTS, CHANDIGARH were re-appointed as statutory auditor of the Company, to hold office till the AGM to be held for the Financial Year 2017-18.

12. Auditors' Report



REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP)

CIN: U00304HP2005PTC029451

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There are no observations, Qualifications & adverse remarks in Auditors report.

#### 13. Share Capital

### A) Issue of equity shares with differential rights

The Company has not issued any Equity Shares with Differential Rights during the year under review.

### B) Issue of sweat equity shares

The Company has not issued any Sweat Equity Shares during the year under review.

### C) Issue of employee stock options

The Company has not issued any Employee Stock Options during the year under review.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

NIL

#### 14. Extract of the annual return

The extract of the Annual Return in Form No. MGT - 9 is enclosed with the Board's Report

## 15. Conservation of energy, technology absorption and foreign exchange earnings and outgo

a) Conservation of Energy:

i) Energy conservation measures taken
 ii) Additional investment and proposal being implemented for reduction of Consumption of energy.

iii) Impact of I & ii above NIL

 iv) Particulars of total energy conservation and consumption per unit of production as enclosed in

NIL

b) Technology Absorption NIL

c) Foreign Exchange Earnings & Outgo NIL

## 16. Corporate Social Responsibility (CSR)



REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH,

DISTT. SOLAN (HP)

CIN: U00304HP2005PTC029451

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As per section 135 of companies act 2013 companies having any one of the following shall constitute a corporate social responsibility committee and shall also disclose composition of corporate social responsibility committee in their board report under section 134 sub-section 3:

- a) Company having net worth of 500 crore or more
- b) Company having net profit of 5 crore or more
- c) Company having turnover of 1000 crore or more

The company does not lie in any one of the above mentioned criteria therefore; company is not required to constitute a CSR Committee.

- 17. Directors:
- A) MR. HEMANG DHIRAJLAL KANSAGRA resigned from the office with effect from 16.12.2016.
- B) Declaration by an Independent Director(s) and re- appointment, if any

As per the provisions of section 134 sub- section 3 clause (d) the board report shall contain a statement on declaration to be given by independent directors under section 149 sub-section 6

Further, under section 149 sub-section (4) every listed company shall have atleast one third of its total number of directors as independent directors

Also further, under section 149 sub-section (4) & rule 4 of companies (appointment of directors) rules, 2014; following public companies shall have at least 2 independent directors;

- (i) Public company having paid up share capital of rupees 10 crore or more
- (ii) Public company having turnover of rupees 100 crore or more
- (iii) Public company having in aggregate, outstanding loans, debentures and deposits, exceeding fifty crore rupees.

Company does not fall under any of the above mentioned categories therefore; company is not required to attach statement on declaration to be given by independent directors under section 149 sub-section 6.

- C) Formal Annual Evaluation NOT APPLICABLE
- 18. Number of meetings of the Board of Directors

The Board of Directors duly met on the following dates during the year 2015-2016 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose:

REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP)

CIN: U00304HP2005PTC029451

EMAIL ID: biodeal@rediffmail.com

S. No.	Nature of Meeting	Date
1.	Board of Directors	12.04.2016
2.	Board of Directors	20.07.2017
3	Board of Directors	02.09.2016
4	Board of Directors	21.12.2016
5.	Board of Directors	16.02.2017

#### 19. Audit Committee

In accordance to the provisions of section 177 of companies act 2013 & rule 6 of companies (meeting of board & its powers) rules 2014;

Every listed company & every public company having

- (i) Paid up capital of 10 crore or more
- (ii) Turnover of rupees 100 crore or more
- (iii) Having aggregate outstanding loan or borrowing or debentures or deposits exceeding rupees 50 crore or more

Shall constitute an audit committee but, the above mentioned provisions are not applicable to the Company so, the company is not required to constitute an audit committee.

## 20. Details of establishment of vigil mechanism for directors and employees

In accordance to the provisions of section 177 sub section (9) of companies act 2013 & rule 7 of companies (meeting of board & its powers) rules 2014;

Every listed company and the companies belonging to the following class or classes of companies shall establish a vigil mechanism for their directors & employees to report their genuine concerns & grievances;

- (i) Company which accept deposits from public.
- (ii) Companies which borrowed money from banks and public financial institutions in excess of rupees 50 crore.

But, the above mentioned provisions are not applicable to the company so, the Company is not required to establishment vigil mechanism.

## 21. Nomination and Remuneration Committee

In accordance to the provisions of section 178 of companies act 2013



REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP) CIN: U00304HP2005PTC029451

EMAIL ID: biodeal@rediffmail.com

Every listed company & every public company having

(i) Paid up capital of 10 crore or more

(ii) Turnover of rupees 100 crore or more

(iii) Having aggregate outstanding loan or borrowing or debentures or deposits exceeding rupees 50 crore or more

Shall constitute nomination and remuneration committee which shall formulate policies for evaluation of performance and identify the persons who are qualified to become directors & also appointment senior management personnel, also such policy shall be disclosed in board report

But, since the company does not fall in any of the above mentioned parameters the Company is not required to establish Nomination and Remuneration Committee

#### 22. Particulars of loans, guarantees or investments under section 186

According to the provisions of 186 (1) without prejudice to the provisions contained in this Act, a company shall unless otherwise prescribed, make investment through not more than two layers of investment companies

According to the provisions of 186 (2) No company shall directly or indirectly —

- (a) Give any loan to any person or other body corporate;
- (b) Give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, Exceeding 60% of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more unless prior approval by means of a special resolution passed at a general meeting shall be necessary.

Further, the company has not entered into any such transaction as mentioned above

## 23. Particulars of contracts or arrangements with related parties:

In accordance with the provisions of section 188 sub-section (2), every contract or arrangement entered into under sub-section (1) shall be referred to in the Board's report to the shareholders along with the justification for entering into such contract or arrangement

Also, the company has entered into such contract. Or arrangement referred to in sub-section (1) of section 188 of the Companies Act, 2013. (As per Form Aoc-2)

### 24. Managerial Remuneration: NIL

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

Or

REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP) CIN: U00304HP2005PTC029451

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B) 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.
(i) All elements of remuneration package such as salary,
benefits, bonus, stock options, pension, etc., of all the
directors;
(ii) Details of fixed component and performance linked
incentives along with the performance criteria;
(iii) Service contracts, notice period, severance fees;
(iv) Stock option details, if any, and whether the same has
been issued at a discount as well as the period over which
accrued and over which exercisable.

#### 25. Secretarial Audit Report

**NOT APPLICABLE** 

#### 26. Corporate Governance Certificate

NOT APPLICABLE

#### 27. Risk management policy

**NOT APPLICABLE** 

### 28. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- (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;

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(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors of the Company are not required to lay down internal financial controls to be followed by the company as these Provisions apply only to listed Companies.

Explanation —For the purposes of this clause, the term "internal financial controls" means the policies and procedures adopted by the company 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

(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.

#### 29. Acknowledgement

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

By Order of the Board of Directors BIODEAL PHARMACEUTICALS PRIVATE LIMITED

PLACE: CHANDIGARH

DATE: 21.08.2017

GUNJAN KUMAR

DIRECTOR
DIN No. 05203788

POCKET A-8 HOUSE NO 102 1ST FLOOR KALKAJI EXTENSION

**NEW DELHI, 110019** 

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SUBODH SINGH PRASAD DIRECTOR DIN No. 07148323

FLAT NO 202, BHAGWATI APARTMENT M.G ROAD, BHAGALPUR, 812001



REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH, DISTT. SOLAN (HP)

CIN: U00304HP2005PTC029451
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#### 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 arm's length transactions under third proviso thereto.

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

(a) Name(s) of the related party and nature of relationship	NOT APPLICABLE
(b) Nature of contracts/arrangements/transactions	NOT APPLICABLE
(c) Duration of the contracts / arrangements/transactions	NOT APPLICABLE
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NOT APPLICABLE
(e) Justification for entering into such contracts or arrangements or transactions	NOT APPLICABLE
f) date(s) of approval by the Board	NOT APPLICABLE
g) Amount paid as advances, if any:	NOT APPLICABLE
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NOT APPLICABLE

# 2. Details of material contracts or arrangement or transactions at arm's length basis

s. NO	relationship	Nature of contracts/arra ngements/tran sactions	Duration of the contracts/ arrangem ents/trans actions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount For the Year ended March 31, 2017	Date(s) of approval by the Board, if any:	Amount paid as advances if any:
	P. PATEL	UNSECURED LOAN & INTEREST ON LOAN	AS PER COMPANY POLICIES	AS PER COMPANY POLICIES	7,31,236	31.03.2017	NIL
	DEEPAK BHAI P. PATEL	LOAN &	AS PER COMPANY POLICIES	AS PER COMPANY . POLICIES	7,65,895	31.03.2017	NIL

REGD OFFICE: VILLAGE SAINI MAJRA, NALAGARH-ROPAR ROAD, TEH, NALAGARH,

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3	DEVANG PHARMA PVT. LTD.	UNSECURED LOAN & INTEREST ON LOAN	AS PER COMPANY POLICIES	AS PER COMPANY POLICIES	15,67,775	31.03.2017	NIL
4	DEVANG PAPER5MILLS PVT. LTD	UNSECURED LOAN & INTEREST ON LOAN	AS PER COMPANY POLICIES	AS PER COMPANY POLICIES	31,24,663	31.03.2017	NIL
5	MARSHAL LEASING & FINANCE CO.	UNSECURED LOAN & INTEREST ON LOAN	AS PER COMPANY POLICIES	AS PER COMPANY POLICIES	16,39,242	31.03.2017	NIL
6	NITIN BHAI P. PATEL	UNSECURED LOAN & INTEREST ON LOAN	AS PER COMPANY POLICIES	AS PER COMPANY POLICIES	8,74,730	31.03.2017	NIL
7	POPAT BHAI N. PATEL	UNSECURED LOAN & INTEREST ON LOAN	AS PER COMPANY POLICIES	AS PER COMPANY POLICIES	10,79,569	31.03.2017	NIL
8	ATLANTAS WORLDWIDE PVT LTD	SERVICES	AS PER COMPANY POLICIES	AS PER COMPANY POLICIES	31,29,327	31.03.2017	NIL
9	LOBSTER OVERSEAS	SALE	AS PER COMPANY POLICIES	AS PER COMPANY POLICIES	87,43,422	31.03.2017	NIL

By Order of the Board of Directors BIODEAL PHARMACEUTICALS PRIVATE LIMITED

PLACE: CHANDIGARH

DATE: 21.08.2017

**GUNJAN KUMAR** 

Geryan Kum

DIRECTOR

DIN No. 05203788

**POCKET A-8 HOUSE NO 102** 

**1ST FLOOR KALKAJI EXTENSION NEW DELHI, 110019** 

SUBODH SINGH PRASAD **DIRECTOR** 

DIN No. 07148323 FLAT NO 202, BHAGWATI APARTMENT

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