



## **Sword & Shield Pharma Ltd.**

**REGD. OFFICE :**

**311, Rajkamal Plaza-B,  
Nr. Samruddhi Bldg., Opp. Old High Court,  
Income Tax, Ahmedabad-380 014.**

**18th Audit Report For the  
A/C. Year 2012-2013**

## **Sword & Shield Pharma Ltd.**

BOARD OF DIRECTORS : PRAVINBHAI M. PATEL - MANAGING DIRECTOR  
JYOTSHNABEN PATEL - DIRECTORS  
HIMANSHU PATEL - DIRECTORS  
PROBI PRAVINBHAI PATEL - DIRECTOR

ADDRESS : JANAK SONI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
106, HAASH COMPLEX, NEAR ELLISBRIDGE POLICE LINE  
NEAR LAW GARDEN AND NAGARI HOSPITAL,  
ELLISBRIDGE, AHMEDAD-380 006.

REGISTERED OFFICE : 311, RAJKAMAL PLAZA-B,  
NR. SAMRUDDHI BUILDING,  
OPP. HIGH COURT,  
AHMEDABAD.

FACTORY : 3001/M, G.I.D.C.,  
PHASE - III, AT-CHHATRAL,  
DIST. : GANDHINAGAR.

BANKERS : HDFC BANK LIMITED  
THE UNITED CO-OPERATIVE BANK LTD.  
PUNJAB NATIONAL BANK

# **Sword & Shield Pharma Ltd.**

Regd. Office : 311, Rajkamal Plaza-B, Nr. Samruddhi Bldg.,  
Opp. High Court, Income Tax, Ahmedabad-380 014.

## **NOTICE TO THE MEMBERS**

Notice is Hereby Given That The 18<sup>TH</sup> Annual Genneral Meeting of the members of Sword & Shield Pharma Ltd will be held on 28/09/2013 at 10:00 AM at the Shree Sattar Taluka Audichya Sahastra Gyanti Samaj, 6, Sattar Taluka Society, Navjivan press road, Ahmedabad-14 at to transact the following business:

1. To consider and adopt the balance sheet as on 31 March, 2013 and the reports of Directors and Auditors thereon.

"**RESOLVED THAT** the audited balance sheet as at March 31, 2013 and the profit and loss account of the Company for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to the meeting, be and the same are hereby, approved and adopted."

2. To consider and appoint, reappoint of the Directors liable to retire by rotation.

"Resolved that pursuant to the provisions of section 256 of Companies Act 1956, Ms. Jyotsana Patel, Director of the Company liable to retire by rotation, being eligible for reappointment, be and is herewith reappointed as Director of the Company."

3. To consider & appoint Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company & to fix their remuneration.

"**Resolved that** M/s Janak Soni & Associates., Chartered Accountant, Ahmedabad be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting of the company at such remuneration as shall be fixed by the Board of Directors"

**Date: 14/08/2013**

**For Sword and Shield Pharma Limited**

**Place: Ahmedabad**

**Pravin Patel  
Chairman**

### **Note :**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend & vote instead of himself and proxy need not be the member of the company. The proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The register of Members and the share Transfer Books of the Company will remain closed from 24/09/2013 to 28/09/2013.
3. Members desirous to obtaining any information concerning the accounts & operations of the company and requested to address their questions in writing to the company atleast 7 days before the date of the meeting, so that the information required may be made available at the meeting.
4. Members are requested to bring the admission slips along with their copies of the annual report into meeting.

**Date: 14/08/2013  
Place: Ahmedabad**

**By Order of the Board of Director**

**Sd/-  
Managing Director**

# **Sword & Shield Pharma Ltd.**

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Opp. High Court, Income Tax, Ahmedabad-380 014.

## **DIRECTOR'S REPORT**

The Members,

Your Directors Feel pleasure in presenting the 18<sup>th</sup> Annual Report on the business and operations of the Company and the financial accounts for the year ended 31<sup>st</sup> March 2013.

### **OPERATIONS:**

The slack economic condition is prevailing to the Industries in the Country. The net loss for the year ended on 31<sup>st</sup> March 2013 amounts to Rs. (-24,99,931/-). The accumulated Loss Account of the company stand to (34,643,790/-) the Board of the Directors of the company are putting constant efforts to overcome the touch market.

### **DIVIDEND**

As the company is facing heavy losses, The Board of Directors do not recommend any Dividend.

### **DEPOSITS**

The company has not accepted any deposits from the public during the year under review.

### **DIRECTORS**

Smt. Jyotsanaben Patel, being a Director liable to retire by rotation and being longest in the office, shall retire by rotation and being eligible for reappointment, offers herself for reappointment.

### **AUDITORS**

M/s Janak Soni & Associates, Chartered Accountant, Ahmedabad being statutory auditors of the company, shall retire at the annual general meeting and eligible offer herself for re-appointment.

### **COMPLIANCE CERTIFICATE**

In terms of Section 383A of the Companies act, 1956 and Companies (Compliance Certificate) Rules 2002, Compliance Certificate obtained is attached herewith.

### **DIRECTOR RESPONSIBILITY STATEMENT**

The directors declare and confirm:

- (A) That in presentation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure.
- (B) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that 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 ended on 31<sup>st</sup> March, 2013 and the profit of the company for that year.
- (C) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records for the year ended 31<sup>st</sup> March 2013, in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detection of fraud and other irregularities.
- (D) That the directors had prepared the accounts for the financial year ended 31<sup>st</sup> March 2013, on a going concern basis.

# Sword & Shield Pharma Ltd.

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## Annexure – A

**Statement containing particulars pursuant to the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors Report**

### **I) Conservation of Energy:**

#### **a) Energy Conservation Measures Taken :**

The maintenance of all electrical installation has been carried out continuously. The preventing maintenance program implemented by the company has helped the company to save any possible loss of energy.

#### **b) Additional investments and proposal, if any being implemented for reduction of Consumption of Energy: Nil**

#### **c) Impact of measures at a) & b) above for reduction of energy consumption and consequent impact on cost of production of goods:**

The company was able to prevent any possible waste of energy consumption.

#### **d) Total energy consumption and energy consumption per unit of production in prescribed Form A are mentioned below:**

### **Form 'A'**

#### **1 – Power and Fuel Consumption:**

##### **? Electricity:**

##### **i. Purchased (GEB):**

Units (KWS): 53088 Units  
Total Amount (RS): 5,04,055.00 Rs.  
Average Rate/Unit (Rs): 9.50 Rs per Unit (Including All Charges)

##### **ii. Own Generations :**

Units (KWS): Not Applicable  
Total Amount (RS): Not Applicable  
Average Rate/Unit (Rs): Not Applicable

##### **? Coal (Grade C&D) and Lignite :**

Quantity (in '000MT ): Not Applicable  
Total Cost (Rs in Lacks ): Not Applicable  
Average Rate (in Rs per MT ): Not Applicable

##### **? Furnace Oil**

Quantity (in '000MT): Not Applicable  
Total Cost (Rs in Lacks): Not Applicable  
Average Rate (in Rs per MT): Not Applicable

**Other / Internal Generation: Not Applicable**

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## 2 – Consumption per Unit of Production:

Sr No.	Particulars	Production Units	Standards, If any	Current Year	Previous Year	Reasons for Variation
1	Electricity(HP)	—	—	—	—	—
2	Furnace Oil(KWH)	—	—	—	—	—
3	Coal (Grade C&D) and Lignite (MT)	—	—	—	—	—
4	Others	—	—	—	—	—

### I) Technology Absorption :

The technology adopted is indigenous and hence there is no question of technology.

### II) Foreign Exchange & Outgo :

1. Activities relating to exports, initiatives taken to increase exports, development of new export markets for products services and export plans:

The company exploring international market and negotiating with a few foreign buyers for obtaining the order. The company's products are export oriented; hence almost all productions will be exported.

2. Total Foreign Exchange Earned: Not Applicable.

Date: 14/08/2013  
Place: Ahmedabad

By Order of the Board of Director  
For Sword and Shield Pharma Limited

Sd/-  
Pravin Patel  
Managing Director

**PRACITICING COMPANY SECRETARIES**  
**Ahmedabad**

**COMPLIANCE CERTIFICATE**

**Comp. No: L24231GJ1995PLC024809**

**Authorized Share Capital: Rs. 6,00,00,000/-**

To,  
The Members,  
**M/S. SWORD AND SHIELD PHARMA LIMITED.**  
Ahmedabad.

We have examined the registers, records, books and papers of **M/S SWORD AND SHIELD PHARMA LIMITED** (The Company) as required to be maintained under the Companies Act, 1956 (The Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March 2013. In our opinion and to the best of our information and according to examination carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the registers as stated in Annexure 'A' to this certificate as per the provisions and the rules made there under and all the entries therein have duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrars of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under Act and the rules prescribed there under.
3. The Company being public limited company, no comments are required.
4. The Board of Directors duly met 6 times during the year under review, respectively on 25/05/2012, 17/07/2012, 06/09/2012, 10/10/2012, 29/10/2012, 30/01/2013 in respect of which meetings, proper notices were given and the proceedings thereof were properly recorded and signed in the Minute books maintained for the purpose.
5. The Company has closed its Register of Members from 25<sup>th</sup> September 2012 to 28<sup>th</sup> September 2012 in compliance with Section 154 of the Companies Act 1956.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March 2012 was duly convened and held on 29/09/2012 after giving due notice to the members of the company and the resolutions passed there at have duly been recorded in Minute books maintained for the purpose.
7. During the year no Extra Ordinary General Meeting was held.
8. The Company has not advanced loans to its Directors and / or persons or firms or companies referred in Section 295 of the Companies Act 1956 during the year.
9. The Company has not entered into any contract fallin g within the purview of Section 297 of the Act. We are yet to verify the register.
10. The Company has made necessary entries in the Registers maintained under Section 301 of the Act. We are yet to verify the register.

# **J. AKHANI & ASSOCIATES**

**PRACITICING COMPANY SECRETARIES**

**Ahmedabad**

1. As confirmed by the management, there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approval from Board of Directors/ Members/ Central Government.
2. As confirmed by the management, no duplicate share certificate was issued by the Company.
3. During the year, the Company;
  - (i) Has delivered all the certificates on allotment of securities and lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
  - (ii) Has not deposited any amount in a separate bank account, as no dividend was declared during the financial year.
  - (iii) Was not required to post any warrants to any members of the company as no dividend was declared during the financial year.
  - (iv) Was not required to transfer the amounts in unpaid dividend, application money due for refund, matured deposits, matured debentures and interest accrued there on which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
  - (v) The Company has partly complied with the requirements of section 217 of the Act.
4. As confirmed by the board, the Board of Directors of the Company is duly constituted and there was no appointment of additional director, alternate director or director to fill casual vacancy.
5. The Company has not made any appointment of Managing Director/Whole time Director/Manager during the year pursuant to the provisions of section 269 of Act.
6. The Company has not appointed any Sole Selling agent during the financial year.
7. As confirmed by the management, the company was not required to obtain any approvals from the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the act during the financial year.
8. The Directors have disclosed their interest in the other firms / Companies to the Board of Directors pursuant to the provisions of the act and the rules made there under.
9. The Company has not issued any shares or debentures or other securities during the year.
10. The Company has not bought back any shares during the financial year.
11. There was no redemption of Preference shares or debentures during the financial year.
12. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
13. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.



# **J. AKHANI & ASSOCIATES**

**PRACITICING COMPANY SECRETARIES**

**Ahmedabad**

1. The borrowing made by the Company during the financial year does not violate the provisions of section 293 (1) (d) of the Companies Act 1956.
2. As confirmed by the management, the Company has given loans and advances to other bodies corporate in compliance with the provisions of Act and that entries thereof have been made in the register kept for the purpose.  
  
The Company has not altered the provisions of Memorandum with respect to the situation of the Company's registered office from one state to another state during the year under review.
4. The Company has not altered the provisions of Memorandum with respect to the Objects clause of Company during the year.
5. The Company has not altered the provisions of its Memorandum with respect to the name of the Company during the year.
6. The Company has not altered the provisions of Memorandum with respect to Authorized share capital of the Company during the year.
7. The Company has not altered its clause of Articles of Association during the financial year.
8. As confirmed by the management, no prosecution was initiated against or Show Cause notice received by the Company and no fines or penalty or any other punishment was imposed on the company during the financial year, for offences under the act.
9. The Company has not received any money as a security from its employees during the financial year.
10. The Company has not constituted any trust for its employees, hence provisions of Section 418 of the Companies Act, 1956 is not applicable.

**Place: Ahmedabad**

**Date: 01/09/2013**

**FOR J. AKHANI & ASSOCIATES  
COMPANY SECRETARIES**

**JAGDISH AKHANI  
(PROPRIETOR)  
CP NO: 9179  
MEMBERSHIP NO. 9564**

# **J. AKHANI & ASSOCIATES**

**PRACITICING COMPANY SECRETARIES**

**Ahmedabad**

## **ANNEXURE "A": REGISTERS MAINTAINED BY THE COMPANY.**

<b>Sr. No</b>	<b>U/S</b>	<b>Name of Registrar</b>
1	150	Register of Members & Index of members
2	301 (3)	Register of Disclosure of Interest
3	303	Register of Directors, Managing Directors etc.
4	307	Register of Directors' Shareholding
5	372A	Register of Loans and Investments
6	193	Minutes of Meetings of Board of Directors
7	193 (1)	Minutes Book of proceedings of general meeting.
8	209 (1)(a) to (c)	Books of Accounts

## **ANNEXURE "B": FORMS AND RETURNS FILED WITH ROC/ RD / CG.**

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31<sup>st</sup> March 2013.

<b>Sr. No</b>	<b>E-Form No</b>	<b>U/s</b>	<b>Purpose</b>	<b>SRN</b>	<b>Date of Filing</b>
1	62	192A	Submission of Calendar of events with ROC	B57530875	13/09/2012
2	23	192A	Submission of Resolution	B64149693	18/12/2012

With Company Law Board – NIL

With Regional Director – NIL

With Central Govt. and other authorities - NIL

**Place: Ahmedabad**

**Date: 01/09/2013**

**FOR J. AKHANI & ASSOCIATES  
COMPANY SECRETARIES**

**JAGDISH AKHANI  
(PROPRIETOR)  
CP NO: 9179  
MEMBERSHIP NO. 9564**