

2014-15

SWORD

&

SHIELD PHARMA
LIMITED

20TH ANNUAL REPORT

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Corporate Information

CIN: L24231GJ1995PLC024809

Board of Directors

- **Pravinbhai Patel**
(Managing Director)
- **Jyotsnaben Patel**
(Director)
- **Probi Patel**
(Additional Director)
- **Himanshu Patel**
(Director)
- **Jayeshkumar Patel**
(Additional Director)
- **Dilipkumar Patel**
(Additional Director)
- **Kanjibhai Chuadhary**
(Additional Director)
- **Paresh Patel**
(Additional Director)

Registered Office

311, Rajkamal Plaza B/H Highcourt
Navrangpura, Ahmedabad, Gujarat,
India.

E-mail ID: sspl2004@yahoo.com

Website:

www.swordnshieldpharma.com

Scrutinizer and Secretarial Auditor

Mr. Anand Lavingia
Practising Company Secretary
415 416 Pushpam Complex, Opp.
Seema Hall, Anand Nagar Road, 100
Feet Ring Road, Satellite,
Ahmedabad – 380051.
Tel No.: 094270 49481
E-mail: krishivadvisory@gmail.com

Registrar and Share transfer agent

MCS Limited
101, Shatdal Complex, 1st Floor, Opp.
Bata Show Room, Ashram Rd, Shreyas
Colony, Ahmedabad, Gujarat 380009
Tel No.: 91-22-2301 6761 / 8261
Email ID: mcsahmd@gmail.com

Statutory Auditor

M/s. Janak Soni & Associates
Chartered Accountants.

106, Haash Complex, Near Ellisbridge Police Line, Near Law Garden and Nagari
Hospital, Ellisbridge. Ahmedabad – 380 006
Gujarat, India.

NOTICE OF MEETING

NOTICE is hereby given that the Twentieth (20th) Annual General Meeting of the Members of Sword & Shield Pharma Limited will be held at the Registered Office of the Company at 311, Rajkamal Plaza B/H Highcourt Navrangpura, Ahmedabad at 11.00 A.M, Gujarat, India on Wednesday, 30th day of September, 2015 at 11:00 A.M. to transact the following businesses:

ORDINARY BUSINESSES:-

1. To receive, consider and adopt Audited Balance Sheet as at March 31, 2015 and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint Mr. Himanshu Patel, (DIN: 02026600), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditor and to fix their remuneration.

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

"RESOLVED THAT, pursuant to provisions of Section 139 and other applicable provisions of the Companies Act 2013, and the Rules framed there under, M/s. B. K. Patel & Co., Chartered Accountants, Ahmedabad [FRN: 112647W] be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of 20th Annual General Meeting till the conclusion of 25th Annual General Meeting (subject to ratification at next Annual General Meeting) at a remuneration as may be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

SPECIAL BUSINESSES:-

4. Appointment Mr. Pravinbhai Patel, (DIN: 01877446), as a Managing Director of the Company for a period of 5 years w.e.f. May 30, 2015.

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s), as may be required in this regard from any authority and on recommendation of Nomination and Remuneration committee and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless

repugnant to the context by the Board in this behalf), approval of the member be and is hereby accorded for the re-appointment of Mr. Pravinbhai Patel (DIN: 01877446) as Managing Director of the Company for a further period of 5 years (five) years, with effect from May 30, 2015 at a Remuneration of Rs. 50,000/- per month."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and condition of reappointment and remuneration structure of Mr. Pravinbhai Patel, Managing Director of the Company, subject to overall limit of remuneration of Rs. 50,000/- per month and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

5. Re-appointment of Mrs. Jyotsnaben Patel (DIN: 01877469), as an Executive Director of the Company for a period of 5 years w.e.f May 30, 2015.

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s), as may be required in this regard from any authority and on recommendation of Nomination and Remuneration committee and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the member be and is hereby accorded for the re-appointment of Mrs. Jyotsnaben Patel (DIN: 01877469) as a Executive Director of the Company for a further period of 5 years (five) years, with effect from May 30, 2015 at a Remuneration of Rs. 50,000/- per month."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and condition of reappointment and remuneration structure of Mrs. Jyotsnaben Patel (DIN: 01877469), Executive Director of the Company, subject to overall limit of remuneration of Rs. 50,000/- per month and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

6. Re-appointment of Mr. Probi Patel (DIN: 01954128), as an Executive Director of the Company for a period of 5 years w.e.f May 30, 2015.

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under

(including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s), as may be required in this regard from any authority and on recommendation of Nomination and Remuneration committee and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), approval of the member be and is hereby accorded for the re-appointment of Mr. Probi Patel (DIN: 01954128) as an Executive Director of the Company for a further period of 5 years (five) years, with effect from May 30, 2015 at a Remuneration of Rs. 70,000/- per month.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter and modify the terms and condition of reappointment and remuneration structure of Mr. Probi Patel (DIN: 01954128), Executive Director of the Company, subject to overall limit of remuneration of Rs. 70,000/- per month and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

7. Appointment of Mr. Jayeshkumar Patel (DIN: 00473443) as an Independent Director of the Company.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV of the Act, as amended from time to time, Mr. Jayeshkumar Patel (DIN: 00473443), 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, who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period up to August 3, 2020.”

8. Appointment of Mr. Dilipkumar Patel (DIN: 00473816) as an Independent Director of the Company.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV of the Act, as amended from time to time, Mr. Dilipkumar Patel

(DIN: 00473816), 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, who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period up to August 3, 2020."

9. Appointment of Mr. Kanjibhai Chaudhary (DIN: 00505694) as an Independent Director of the Company.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV of the Act, as amended from time to time, Mr. Kanjibhai Chaudhary (DIN: 00505694), 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, who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period up to August 3, 2020."

10. Appointment of Mr. Paresh Patel (DIN: 02352677) as an Independent Director of the Company.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV of the Act, as amended from time to time, Mr. Paresh Patel (DIN: 02352677), 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, who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period up to August 3, 2020."

11. To adopt new set of Articles of Association 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 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations as contained in the Articles of Association pursuant to the Companies Act, 2013 primarily based on the Form of Table F under the Act as submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution.”

Registered Office

311, Rajkamal Plaza
B/H Highcourt Navrangpura,
Ahmedabad

**By Order of the Board
For, Sword & Shield Pharma Limited**

**Pravinbhai Patel
Managing Director
DIN: 01877446**

Place : Ahmedabad
Date : September 4, 2015

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special businesses as set out in the Notice is annexed.
2. A member entitled to attend and vote at the Annual General Meeting of the company may appoint a proxy to attend and vote on a poll on his behalf and proxy need not to be member of the Company. The instrument appointing a proxy must be deposited with the company at its registered office not less than 48 hours before the time for holding the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. Corporate members intending to send their authorized representative to attend meeting are requested to send the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the annual general meeting.
4. Members/proxies/authorized representatives are requested to bring their attendance slip along with their copy of annual report to the meeting.
5. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the Attendance Slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 21, 2015 to Wednesday, September 30, 2015 (both days inclusive) for the purpose of 20th Annual General Meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form

are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. MCS Limited.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN to the Company or contact our Registrar and Transfer Agent i.e. MCS Limited.
12. The Company's equity shares are presently suspended BSE Ltd. (BSE). The Company has not paid the listing fees to BSE since suspension for the financial year 2015-16.
13. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, the details of Directors seeking appointment / re-appointment in the 20th Annual General Meeting to be held on September 30, 2015 are provided as annexure to the Notice. The Directors have furnished consent/declaration for appointment/reappointment as required under the Companies Act, 2013 and the Rules made there under.
14. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 7 days in advance before the meeting so as to enable the management to keep information ready.
15. Members may also note that the Notice of the 20th AGM and the Annual Report 2014-15 will be available on the Company's website www.swordnshieldpharma.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.
16. With a view to using natural resources responsibly and to support the "Green Initiative", we request Shareholders to update their email address, with their Depository Participants to enable the Company to send the Annual Report and other communications electronically.